



POSTAL BALLOT NOTICE

{Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time}

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and latest being General circular No. 09/2023 dated September 25, 2023 ("**MCA Circulars**") and the Listing Regulations and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by way of postal ballot by voting through electronic means ("**e-voting**") only.

The approval of the members of the Company is sought in terms of applicable provisions of the Act and Listing Regulations, on the items as mentioned in this Notice. An explanatory statement pursuant to section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material information thereof, is appended to this Postal Ballot Notice for your consideration and forms part of this Notice.

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

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

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("**the Board**") of the Company at its meeting held on January 31, 2024, has appointed Mr. Milan Malik (Membership No. FCS 9888 and COP No. 16614), Practicing Company Secretary or failing him, Mr. Sanjay Chandak (Membership No. FCS 5065 and COP No. 3691), Practicing Company Secretary to act as the scrutinizer ("**Scrutinizer**") to conduct the postal ballot through remote e-voting process in a fair and transparent manner. The Scrutinizers have communicated their consent, eligibility and availability. The remote e-voting period commences from 9:00 A.M. (IST) on Thursday, April 11, 2024, and ends at 5:00 P.M. (IST) on Friday, May 10, 2024. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person as may be authorized by him. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The results of the Postal Ballot will be announced on or before 5:00 P.M. (IST) on Tuesday, May 14, 2024. The said results would be displayed on the notice board at the Registered Office of the Company and intimated to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, i.e. www.niitlms.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. **Approval of NLSL - Employee Stock Option Plan 2024 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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the relevant provisions of the applicable Regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, read with all circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended and enacted from time to time (collectively referred as "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve bank of India, as enacted and amended from time to time, relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to the introduction and implementation of 'NLSL- Employee Stock Option Plan 2024' ("ESOP 2024"/ "Plan") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under the SBEB Regulations and Listing Regulations) to exercise its powers including the powers provided by this resolution to adopt and implement the ESOP 2024, the salient features of which are furnished in the Explanatory Statement.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to create, issue, offer, grant and allot from time to time Employee Stock options ("Options"), not exceeding 7,200,000 (Seven million and two hundred thousand only) to the eligible employees of the Company and holding, subsidiary and associate companies, in India or outside India, who are eligible under SBEB Regulations as determined in terms of the ESOP 2024, exercisable into not exceeding 7,200,000 (Seven million two hundred thousand) equity shares of face value of Rs. 2/- each, fully paid-up, where one (1) Option would convert to one (1) equity share on exercise upon payment to the Company the exercise price to be determined at the time of grant of the Option, on such terms and in such manner the Board may determine as per applicable laws and in terms of ESOP 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of options, from time to time, in accordance with the ESOP 2024 and the equity shares allotted pursuant to the exercise of options under the ESOP 2024 shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s), such as rights issues, bonus issues, merger, stock split/consolidation, sale of division and other reorganization/change in the capital structure of the Company, if any, there shall be fair and reasonable adjustment to the entitlement including adjustment to the number of options granted (vested and unvested) and options available for grant and in the price, retaining the vesting period and life of options unaltered, as per the SBEB Regulations and the ESOP 2024, without affecting any other rights or obligations of such persons who have been granted options. The total number of Options and equity shares available in the Plan, as specified above, shall be deemed to be increased/adjusted to the extent required.

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or subdivided, then the number of equity shares to be issued/allotted by the Company and the price of acquisition payable by the Option grantees under the Plan shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 2 /- (Rupee Two only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations, Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan at any time in compliance with the applicable laws and regulations and subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

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 resolutions and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

2. Approval for extension of NLSL- Employee Stock Option Plan 2024 and grant of Employees Stock Options to the Employees of holding/subsidiary and/ or associate companies of the Company 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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the relevant provisions of the applicable Regulations of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, read with all circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended and enacted from time to time (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve bank of India, as enacted and amended from time to time, relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under the SBEB Regulations and Listing Regulations) to extend the benefits and coverage and to grant and allot from time to time, Employee Stock Options (“Options”) under the ‘NLSL- Employee Stock Option Plan 2024’ (“ESOP 2024”/ “Plan”) to the eligible employees of the holding, subsidiary and associate companies of the Company, in India or outside India, who are eligible under SBEB Regulations, within the ceiling of total number of Options and equity shares, as specified in ESOP 2024 along with such other terms and in such manner pursuant to the applicable laws and provisions of ESOP 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan at any time in compliance of with the applicable laws and regulations and subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.



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 resolutions and for matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

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

Sd/-

Deepak Bansal

Company Secretary

Membership No. ACS 11579

Date: January 31, 2024

Place: Gurugram

NOTES:

1. The Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to the members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the depositories as on Friday, April 5, 2024. Members may note that this notice is also available on the website of the Company www.niitmts.com and National Securities Depository Limited (NSDL), www.evoting.nsdl.com.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories.

Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

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

4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, April 5, 2024 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners received from the Depositories as on the Cut-off date will be entitled to cast their votes through remote e-voting.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

6. Instructions :

For Remote E-voting:

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

Step 1: Access to NSDL e-Voting system


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

Details on Step 1 is mentioned below:

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

In terms of Securities and Exchange Board of India 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 |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <p>(i) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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, this 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 the 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.</p> <p>(ii) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>(iv) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="727 911 940 1038" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>(i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>(ii) After successful login into Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>(iii) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>(iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |

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

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

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

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

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

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

- Your User ID details are given below:

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| 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 IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment which is a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. 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 option, 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 on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

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

Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement (self-attested copy), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investors@niitmts.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

Alternately shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

7. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmilanmalik@gmail.com with a copy marked to evoting@nsdl.com and investors@niitmts.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can

also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

8. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com.
9. Members can also update their mobile number and e-mail addresses in the user profile, which may be used for sending future communication(s).
10. Resolutions passed by the Members through electronic voting are deemed to have been passed as they have been passed at a General Meeting of the Members. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e. Friday, May 10, 2024.
11. E-Voting Results
 - The Scrutinizer shall, immediately after the conclusion of voting through e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit report to the Chairman, or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The result of the voting shall be declared on or before 5:00 P.M. on Tuesday, May 14, 2024. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office.
 - The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company www.niitmts.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

[Pursuant to Section 102 of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

ITEM NOS. 1 & 2:

NIIT Learning Systems Limited (“NLSL”/“Company”) was listed on the BSE and National Stock Exchange on August 8, 2023, after effectiveness of Composite Scheme of Arrangement (“Scheme”), under which the Corporate Learning business undertaking was demerged from NIIT Limited into NLSL. This has now provided a great opportunity for the Company to focus on its core business of Managed Training Services in the developed markets of North America, UK and Europe.

The Company offers Managed Training Services (MTS), which includes outsourcing of Learning & Development (L&D) and Talent Transformation Services to market-leading companies and institutions headquartered in North America, UK and Europe. The comprehensive suite of Managed Training Services includes Custom Content and Curriculum Design, Learning Delivery, Learning Administration, Strategic Sourcing, Learning Technology, and L&D consulting services. The Company also offers specialized solutions including immersive learning, customer education, talent pipeline as a service, DE&I training, digital and IT training as well as leadership and professional development training services.

Training outsourcing represents a large untapped opportunity. With outcome driven, proprietary learning methodologies, end-to-end multi shore delivery, leadership in use of technology in learning and a strong balance sheet, NLSL is well positioned to continue to drive growth in its business. To leverage its strengths and the market opportunity, it is essential to attract, retain and incentivise top talent in the leadership and critical roles globally. An important part of the employee compensation is an equity based scheme of earning, aligning the personal wealth generating goals of the employees with those of the Company and our shareholders through a stock option (“Option”) based compensation plan.

The Company has now designed and intends to implement an employee stock option plan titled ‘NLSL Employee Stock Option Plan 2024 (“ESOP 2024”/ “Plan”) to cover all eligible employees (existing and future) with an objective to reward them for their performance as well as to attract and retain talent in the Company. Further, given the nature of the business, the Company is required to stay aligned with industry wherein stock option plans are made attractive by granting a mix of options at market price and stock units (subject to meeting pre-defined performance conditions). To achieve this, it is proposed to create a pool of stock options in the Scheme, for grant of market priced options and stock units as specified in (F) below.

The Company offers Managed Training Services (MTS) to market-leading companies and institutions in North America, Europe, Asia, and Oceania, directly and through its subsidiaries. The Company expects to continue to drive the business through both organic and inorganic initiatives (directly and through subsidiaries and/or strategic investments in associates). The eligible employees of subsidiaries and associates (existing and future) may be considered for the purpose of grant of options from time to time. As on date, the Company has subsidiaries (including step down subsidiaries) and does not have any holding company or associate company. In case of extension of Plan to holding/subsidiary and associate companies, the costs associated with the grant will be borne by those respective entities.

Accordingly, the Nomination and Remuneration Committee of the Directors (“Committee”) and the Board of Directors of the Company at their respective meetings held on January 30, 2024, and January 31, 2024, had approved the introduction of the Plan, subject to approval by the Company’s shareholders.

In terms of the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBE Regulations”) and the Companies Act, 2013, approval of the Shareholders of the Company is required by way of Special Resolution for adoption and implementation of any stock option plan and grant of Options/allotment of shares thereunder. In addition, a separate approval of the Shareholders of the Company is required for extending benefits of the Plan to the eligible employees of the holding/subsidiaries/associates of the Company, by way of passing a separate special resolution. Thus, Special Resolutions, as stated in item nos. 1 & 2 of the Notice are proposed for your approval.

As on the date of the aforesaid meetings of the Committee and Board, the paid-up equity share capital of the Company comprised 135,326,957 equity shares of Rs. 2/- each. Further, there were 8,285,507 unexercised options (vested and unvested) granted pursuant to the Scheme, and convertible into equivalent number of equity shares of Rs. 2/- each upon exercise.

The salient features of the Plan are as under:

A. Brief Description of the Plan:

The Plan envisages grants of Employee Stock Options to the eligible employees as specified at point 'C' below, from time to time as may be determined in due compliance of SBEB Regulations and provisions of the Plan. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms & conditions of the Plan.

The Committee shall act as the compensation committee for the administration of the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of Options to be offered and granted:

The total number of Options which may be granted under the Plan shall not exceed 7,200,000 (Seven million and two hundred thousand only), in one or more tranches, to all eligible employees of the Company and its holding/ subsidiaries and associate companies (existing and future) as may be determined by the Committee. Each Option when exercised would be converted into one equity share ("Share") of Rs.2/- (Rupees Two) each fully paid-up. Provided that the grant of Options by way of Stock Units (as mentioned at point F(ii) hereunder) shall in no case exceed 20% of the pool of the Options reserved as aforesaid i.e., 1,440,000 Options.

If an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the Options pool as mentioned above and shall become available for future Grants at a future date, subject to compliance with all Applicable Laws.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division, stock split/consolidation etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional Options are to be issued by the Company to the Option grantees for making such fair and reasonable adjustment, the aforesaid ceiling shall deemed to be increased/adjusted to the extent of such additional Options to be issued.

In case the equity shares of the Company are either consolidated or sub-divided, then the number of Equity shares to be issued by the Company and the price of acquisition payable by the Option grantees under the Plan shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- (Rupee two only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall deemed to be adjusted accordingly.

C. Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

All employees and directors, existing and future (hereinafter referred to as "Employees") of the Company, shall be eligible subject to determination or selection by the Committee. Following classes of Employees/ Directors are eligible being:

- (i) an employee as designated by the Company, working in India or outside India; or
- (ii) a director of the Company, whether whole time or not, including a non-executive director; or
- (iii) an employee as defined in sub-clauses (i) and (ii), of a subsidiary company(ies) or associate company(ies), or of a holding company of the Company, in India or outside India:

but does not include:

- a. an employee who is a promoter or belongs to the promoter group;
- b. a director of the Company who is a Promoter or belongs to the Promoter Group;
- c. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and
- d. an independent director.

D. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than minimum period of 1 (One) year and not later than a maximum period of 5 (Five) years from the date of grant of Options as may be determined by the Committee. The Committee shall have the power to vary the vesting period from time to time subject to the minimum and maximum vesting period, at the time of grant.



The vesting dates in respect of the Options granted from time to time under the Plan shall be determined by the Committee and may vary from Employee to Employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

The Options would vest essentially based on continued employment of the respective Option Grantees. Subject to the terms of the Plan, the Vesting of Options shall be time based (period of service) as mentioned in the Grant Letter. Apart from this, the Committee shall prescribe achievement of threshold of performance condition(s) for Stock Units, the criteria being a mix of corporate or business unit/segment, and/or individual performance for vesting. The corporate or business unit/ segment performance conditions shall be determined by the Committee based on one or more corporate parameters including but not limited to:

- a. Net Profit Growth.
- b. Cash generation from operations/ EBITDA/Revenue /Profitability Growth Targets of the Company as per annual budgets.
- c. Any other financial/operational parameters as the Committee may deem appropriate based upon the annual operating plan.

The relative weightage and threshold of performance conditions shall be determined by the Committee on each occasion of grant which may differ from Employee to Employee or classes thereof depending on the existing and expected role of the concerned Employees. Provided that vesting for any year (partly or fully) may not happen unless the minimum threshold performance is achieved. In such a case, the vesting period may be extended to the coming years.

In the event of death or permanent incapacity of an Employee, the minimum vesting period and performance conditions shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

If an Option Grantee is on long leave without pay (for a period exceeding three months), Vesting Period will get extended by the leave period. The Committee can relax/amend the condition in exceptional circumstances as it deems appropriate.

E. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of 5 (Five) years from the date of grant of Options as stated above.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

F. Exercise price or pricing formula:

From the exercise price perspective, the Options have been referred to as “Market Price Option” and “Stock Units” as under:

- i. In the case of Market Price Option: The exercise price per such Option shall be the Market Price of the Share at the time of grant of such Option being determined by the Committee as per the SBEB Regulations.

Market price for this purpose shall mean the latest available closing price of Shares on the stock exchange having higher trading volume on the date immediately preceding the date of grant, as per SBEB Regulations.

- ii. In the case of Stock Units: The exercise price per such Option shall be the face value of the Shares of the Company at the time of Grant.

The Committee shall decide the exercise price for any grant for any employee, at the time of each Grant, but not less than the face value of the underlying shares.

The Committee may also re-price the Options which are not exercised, whether or not they have vested, if the Grant is rendered unattractive due to fall in the value of the Shares, provided such re-pricing shall not be detrimental to the interest of the Option Grantees and approval of the shareholders by way of a special resolution shall be obtained for such re-pricing.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 5 (Five) years from the date of respective vesting, or such other shorter period as may be decided by the Committee from time to time.

However, in case of separation of an Employee from the employment/service, there shall be a shorter exercise period being maximum of 1 (one) year from the date of event of separation or date of vesting, as may be determined by the

Committee depending on the nature of separation. The events of separation and treatment of vested/unvested Options are summarised hereunder:

| S. No. | Events of separation | Vested Options | Unvested Options |
|--------|---|--|--|
| a. | Resignation / termination (other than due to Misconduct) | All the Vested Options as on the date of resignation/ date of termination shall be exercisable by the Option Grantee within a period of 7 (Seven) months from the last working date. | All the Unvested Options as on the last working date shall stand cancelled with effect from the last working date. |
| b. | Termination due to Misconduct | All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination as determined by the Company. | All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination. |
| c. | Retirement (wherever applicable) | All the Vested Options as on the date of Retirement shall be exercisable by the Option Grantee within 12 (Twelve) months from the date of Retirement. | All the Unvested Options shall vest in accordance with the applicable law. |
| d. | Death | All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately, but in no event later than 12 (Twelve) months from the date of Death of the Option Grantee. | All the Unvested Options as on date of Death shall vest immediately with effect from the date of his/her Death to the Option Grantee's nominee or legal heir and can be exercised immediately, but in no event later than 12 (Twelve) months from the date of Death of the Option Grantee. |
| e. | Permanent Incapacity | All Vested Options may be exercised by the Option Grantee (including Option Grantee's nominee or legal heir), immediately after, but in no event later than 12 (Twelve) months from the date of such incapacity. | All the Unvested Options as on date of such incapacity shall vest immediately with effect from such event to the Option Grantee and can be exercised in the same manner as defined for Vested Options. |
| f. | Separation due to reasons apart from those mentioned above | The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final. | The Committee shall decide the treatment for the Unvested Options as on that date subject to Applicable Laws. |
| g. | Abandonment of employment by an Option Grantee without the Company's consent | All the Vested Options shall get cancelled unless otherwise determined by the Committee whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be binding on all concerned. | All the Unvested Options as on the date of separation shall get cancelled. |

The Vested Options can be exercised by the Option Grantee, in one or more tranches during the Exercise Period. The vested Options shall be exercisable by the Option grantees by a written application to the Company expressing his/her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of Employees under the Plan:

The appraisal process for determining eligibility of the employees shall be decided from time to time by the Committee. The broad criteria for appraisal and selection shall include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc and newly inducted Employees in senior/critical roles.

Provided that the Committee while granting the Options to any eligible employee(s) of any holding/ subsidiary or/ and associate company(ies), shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

I. Maximum number of Options to be issued per Employee and in aggregate:

The maximum number of Options granted for any Employee will be determined by the Committee on a case to case basis. Approval of shareholders by way of separate resolution shall be obtained by the Company in case of grant of Options to any employee during any one year is equal to or exceeds 1% of the issued capital of the Company at the time of grant of options.

Further, the maximum number of Options under this Plan that may be granted to any Employee shall be less than 1,440,000 (including not more than 288,000 Stock Units). Further, the aggregate of all grants shall not exceed the total number of Options of 7,200,000 created for this Plan.

J. Maximum quantum of benefits to be provided per Employee under the Plan:

The maximum quantum of benefits from the Options granted to any employee may deemed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, on the basis of difference between the Option's Grant Price and the Market Price of the equity shares on the exercise date.

There is no other contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point(s) hereinabove.

K. Route of the Plan implementation:

The Plan shall be implemented and administered directly by the Company through the Board/Committee.

L. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan contemplates fresh primary issue of equity shares by the Company.

M. Amount of loan to be provided for implementation of the Plan(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not applicable as this Plan is not implemented through the trust.

N. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Plan:

This is not applicable under the present Plan.

O. Accounting and Disclosure Policies:

The Company shall follow the Indian Accounting Standard (Ind AS) 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SBEB Regulations. In case the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB Regulations.

P. Method of Option valuation:

The Company shall adopt the 'fair value method' for valuation of Options as prescribed under Indian Accounting Standard (Ind AS) 102 on Share based payments or under any accounting standard or guidance note as applicable, notified by appropriate authorities from time to time.

Q. Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the Employee compensation cost so computed and the Employee compensation cost that shall have been recognized if it had used the fair value of the Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report.



R. Lock-in period:

The Equity Shares allotted upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction.

Such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended shall be applicable.

S. Terms & conditions for buyback, if any, of specified securities/ Options covered under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The issue of the said equity shares pursuant to the ESOP 2024 shall be within the Authorised Share Capital of the Company.

Pursuant to Regulation 6(1) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a special resolution, for approval of the Plan and issue of shares to the eligible employees of the Company under the said Plan as detailed in Resolution No.1 of this Notice. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a separate special resolution for extending and granting the Options under the Plan to the eligible employees of holding company, subsidiary company(ies) and/or associate company(ies) as detailed in Resolution No. 2 of this Notice. The Board of Directors of the Company recommends these special resolutions for your approval.

All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours on all working days until the last working day specified for casting votes through remote e-voting, upon request. A request may be sent on investors@niitmts.com by the members with their name, self-attested copy of PAN card and shareholding document.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and any Stock Options which may be granted to them based on eligibility pursuant to the Plan.

Considering the above, you are requested to accord your approval to the Special Resolutions as set out at Item Nos. 1 and 2 of the accompanying notice.

By Order of the Board
For NIIT Learning Systems Limited

Sd/-

Deepak Bansal

Company Secretary

Membership No. ACS 11579

Date: January 31, 2024

Place: Gurugram