NIIT Limited
Registered Office:
Plot No 85, Sector 32,
Institutional Area,
Gurugram 122 001,
(Haryana) India
Tel:+91 (124) 4293000
Fax:+91 (124) 4293333
Email: info@niit.com

CIN: L74899DL1981PLC015865

www.niit.com

November 18, 2021

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

The Manager
National Stock Exchange of India Limited
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E),Mumbai – 400 051

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

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir,

This is in continuation to our letter dated November 10, 2021 intimating that Board of Directors at its meeting held on November 10, 2021, has inter alia approved the appointment of Mr. Ravindra Babu Garikipati (DIN: 00984163) as an Additional Director (Non-executive/Independent) of the Company with effect from November 11, 2021, subject to shareholders' approval.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated November 10, 2021 together with explanatory statement, seeking approval of the Members of the Company, by way of remote e-voting process, by passing the ordinary resolution in respect of appointment Mr. Ravindra Babu Garikipati (DIN: 00984163) as an Independent Director of the Company, as set out in the Notice.

Pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any of the Act read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/ 2021 dated June 23, 2021 ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company has sent the Postal Ballot Notice on Thursday, November 18, 2021, to all those Members whose names appeared in the Register of Members as on Friday, November 12, 2021 i.e. Cut-off date and who have registered their e-mail address with Company (in respect of shares held in physical form) and/or with their Depository Participants (in respect of shares held in dematerialized form) and made available to the Company by the respective Depositories. In terms of MCA Circulars, the communication of the assent or dissent of the members would take place only through the remote e-voting system.

In terms of MCA Circulars, the Company has made arrangement with its Registrar & Share Transfer Agent for registration of email addresses of those shareholders who have not yet registered their email address. Those shareholders are requested to get their email addresses registered by following the procedure given in notes to the postal ballot notice.

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

The Company has engaged the services of National Securities Depository Limited for the purpose of providing remote e-voting facility to Members. The remote e-voting will commence from 9:00 A.M. (IST) on Friday, November 19, 2021 and end at 05:00 P.M. (IST) on Saturday, December 18, 2021.

The notice of the meeting is also available on our website i.e. www.niit.com under the section "Investor Information".

Kindly take the same in your records.Thanking you,

Yours truly,
For **NIIT Limited**
Deepak Bansal
Digitally signed by Deepak Bansal
Date: 2021.11.18 16:37:15 +05'30'
Deepak Bansal
Company Secretary &
Compliance Officer

Encls: a/a

Annexure I

Calendar of Events for the postal ballot

Sl. No.	Events	Date
1.	Date of Board Meeting approving the postal ballot notice, appointing Scrutinizer and e-voting agency	10.11.2021
2.	Cut-off date for ascertaining the list of shareholders to whom Notice of Postal Ballot was sent through email only and also for reckoning voting rights	12.11.2021
3.	Date of completion of dispatch of postal ballot notice along with forms	18.11.2021
4.	Proposed date of publishing of advertisement in newspapers regardingcompletion of dispatch of postal ballot	19.11.2021
5.	Date of commencement of voting by electronic mode	9.00 A.M. on 19.11.2021
6.	Last date of voting by electronic mode	5.00 P.M. on 18.12.2021
7.	Date on which the special resolution will be deemed to be passed	18.12.2021
8.	Submission of result by Scrutinizer (latest date)	21.12.2021
9.	Date of declaration of result and intimation of result to stock exchange (latest date)	21.12.2021

NIIT LIMITED

Regd. Office: Plot No. 85, Sector 32, Institutional Area, Gurugram - 122001, Haryana
Phone: +91 (124) 4293000; Fax: +91 (124) 4293333 CIN: L74899DL1981PLC015865
Website: www.niit.com E-mail: investors@niit.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/ 2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 resolution appended below for seeking approval for appointment of Mr. Ravindra Babu Garikipati as an Independent Director of the Company, is proposed to be passed as an ordinary resolution by the members of the Company ("Member(s)") by way of postal ballot only by remote e-voting process ("**e-voting**").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the notes to receive this Notice and login ID and password for e-voting.

An explanatory statement pursuant to section102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("the Board") of the Company at its meeting held on November 10, 2021, has appointed Mr. Nityanand Singh, Company Secretary (Membership No. FCS 2668) and failing him, Mr. Ajay Kumar Prajapati, Company Secretary (Membership No. ACS 49295) of M/s. Nityanand Singh & Co., Company Secretaries as the scrutinizer ("Scrutinizer") to conduct the postal ballot through e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the e-voting. Accordingly, the Company is pleased to provide 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. The e-voting period commences from 9:00 A.M. (IST) on Friday, November 19, 2021 and ends at 5:00 P.M. (IST) on Saturday, December 18, 2021. Upon completion of the scrutiny of the votes cast through 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 result of the Postal Ballot will be announced on or before 5:00 P.M. (IST) on Tuesday, December 21, 2021. The said results would be displayed on the notice board at the Registered Office of the Company and intimated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, i.e. www.niit.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.

SPECIAL BUSINESS:

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) as amended from time to time, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ravindra Babu Garikipati (DIN: 00984163), who was appointed as an Additional Director (Non-executive & Independent) of the Company by the Board of Directors w.e.f. November 11, 2021 and who holds office until the approval of the members in terms of Section 161 of the Act and the Listing Regulations, as Non-executive & Independent Director of the Company to hold office for a term of five consecutive years with effect from November 11, 2021 to November 10, 2026, not liable to retire by rotation.

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

By Order of the Board
For NIIT Limited
Sd/-
Deepak Bansal
Company Secretary
Membership No. ACS 11579

Date: November 10, 2021
Place: Gurugram

NOTES:

1. The Explanatory Statement pursuant to the applicable provisions of the Act stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Notice is being sent to the members of the Company only through electronic mode whose names appear in the Register of Members/List of Beneficial Owners as received from the depositories as on Friday, November 12, 2021 (“the cut-off date“). The notice is also available on the website of the Company www.niit.com and National Securities Depository Limited (NSDL), www.evoting.nsdl.com.
3. In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, as on the cut-off date.

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

   a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company at investors@niit.com or to Registrar & Share Transfer Agent (RTA), Alankit Assignments Limited at rta@alankit.com.

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

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

4. (a) Members can vote on the resolution only through e-voting. E-voting period shall commence from 9:00 A.M. (IST) on Friday, November 19, 2021 and end at 5:00 P.M. (IST) on Saturday, December 18, 2021.

   (b) Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, November 12, 2021 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes through e-voting.

5. In compliance with the applicable provisions, the Company is pleased to provide e-voting by electronic means 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 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 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 , 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 company name or **e-Voting service provider** ("ESP") **i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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 e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.co.in. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN 118784" of company for which you wish to cast your vote during the 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
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 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 email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) alongwith request letter to update email address by email to our Registrar Alankit Assignments Limited at rta@alankit.com or investors@niit.com followed by hard copy to Registrar at Alankit Assignments Limited, 4E/2, Jhandewalan Extension, New Delhi -110055.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investors@niit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

7. 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.
8. Corporate and institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
9. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of www.evoting.nsdl.com or call on toll free no. 1800 1020 990/1800 22 4430 or send a request at evoting@nsdl.co.in.
10. Members can also update their mobile number and e-mail addresses for sending future communication(s).
11. Resolution passed by the Members through e-voting is deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolution, once passed by requisite majority, will be deemed to be passed on the last date of e-voting i.e. Saturday, December 18, 2021.
12. E-Voting Results
    - The Scrutinizer shall, immediately after the conclusion of voting through e-voting, unblock the votes cast through 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, December 21, 2021. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office.
    - The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company www.niit.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and will also be communicated to National Stock Exchange of India Limited and BSE Limited.

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

The Board of Directors of the Company at its meeting held on November 10, 2021, pursuant to the recommendations of the Nomination and Remuneration Committee, appointed Mr. Ravindra Babu Garikipati (DIN: 00984163) as an Additional Director (Independent Director) of the Company w.e.f. November 11, 2021 for a term of five (5) consecutive years. Pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, he holds office of the Director as such, up to the date of approval by the members.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Listing Regulations, effective January 1, 2022, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Regulation 17(1)(b) of the Listing Regulations the Company has requirement of minimum of 6 independent directors on the Board. Pursuant to the resignation of one Independent Director on August 30, 2021, the Board has eleven (11) directors comprising three (3) whole-time directors, three (3) non-executive non-independent directors [including the Chairperson] and five (5) independent directors. The new independent director is to be appointed within three (3) months of such resignation.

Mr. Ravi B Garikipati has provided the Company (i) his consent in writing to act as Director (ii) intimation to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and (iv) other disclosures under other applicable provisions. Further, the Company has also received a notice in writing from a member of the Company proposing the candidature of Mr. Garikipati under the provisions of Section 160 of the Act.

Mr. Garikipati does not hold any share in the Company either by himself or for any other person on a beneficial basis. A brief profile of Mr. Garikipati and other information, as required to be disclosed under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in Annexure-I of this Notice.

In the opinion of the Board, Mr. Garikipati fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive experience of Mr. Garikipati in technology and business leadership roles across areas including e-commerce, deep tech, fintech and consumer tech businesses as well as his educational background, appointment of Mr. Ravindra Babu Garikipati as an Independent Director is in the interest of the Company.

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

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

Except Mr. Garikipati and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Ordinary Resolution set out in this Notice.

The Board recommends Ordinary Resolution for approval of the members.

Annexure I

Details of Mr. Ravindra Babu Garikipati :

Age	56 years
Qualification	Master of Science (Software Engineering) from BITS Pilani; Master of Management Studies from BITS Pilani
Date of first appointment on the Board	November 11, 2021
Background and Expertise	Mr. Ravindra Babu Garikipati is a seasoned entrepreneur with over 30 years of experience in technology and business leadership roles spanning e-commerce, deep tech, fintech and consumer tech businesses. He is also an active angel investor, board member and advisor. Mr. Garikipati is Independent Director at Axis Asset Management, guiding the team in building a digital transformation agenda for the business. As an advisor to ICICI Lombard General Insurance, he is helping in their digital transformation across several areas including customer engagement, CRM, technology infrastructure scale-up and user experience. In his current entrepreneurial venture DAVINTA which he co-founded, his focus is on digital financial inclusion at the bottom of the pyramid, specializing in the financial services industry, providing breakthrough FinServ and FinTech solutions. Earlier, as Chief Technology Officer at Flipkart, he defined and executed shared technology & services vision and roadmap with focus on cloud infrastructure, platform engineering and overall application architecture for the company. He was President & CTO at 247.ai Innovation Labs, leading global product and technology groups to build one of the largest omni-channel customer acquisition & engagement platforms driven by predictive modelling hosted in the cloud. Mr. Garikipati held various senior engineering management positions at Oracle and Covansys. He has patents in omni-channel predictive experience.
Number of Equity Shares held in the Company including shareholding as beneficial owner as on date of notice	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Terms and conditions of appointment	Refer resolution and explanatory statement in the Notice

No. of Board Meetings attended during the financial year	Not applicable / New Appointment
Directorships of other Boards as on date of notice	– 5Paisa Capital Limited – Axis Asset Management Company Limited – DAVINTA Finserv Private Limited – DAVINTA Financial Services Private Limited
Membership / Chairmanship of Committees of other companies as on date of notice	– 5Paisa Capital Limited • Nomination & Remuneration Committee – Member – Axis Asset Management Company Limited • Audit Committee – Member • Nomination & Remuneration Committee – Member • Tech Committee – Member
Remuneration last drawn	Not applicable
List of core skills/ expertise/ competencies identified by the Board and those actually available: Leadership - 1 Board experience & governance oversight in public companies – 2 Financial - 3 Global business - 4 Technology/Talent development industry experience - 5 Sales, Marketing & customer service - 6 Innovation & entrepreneurship - 7 M & A - 8 Legal, risk & compliance management - 9	All 1 to 9

By Order of the Board
For NIIT Limited
Sd/-
Deepak Bansal
Company Secretary
Membership No. ACS 11579

Date: November 10, 2021
Place: Gurugram