

August 24, 2017

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

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Sub: Intimation of 25th Annual General Meeting

Dear Sir,

We wish to inform you that the 25th Annual General Meeting of the Company will be held on September 22, 2017 at 09:00 AM at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 to transact the businesses as stated under the Notice as enclosed.

This is for your information and records.

Thanking you,
Yours truly,

NIIT Technologies Limited



Lalit Kumar Sharma
Company Secretary & Legal Counsel

Encl: as above

NIIT Technologies Limited

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



NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of NIIT Technologies Limited will be held on Friday, September 22, 2017, at 09:00 A.M. at Ocean Pearl Retreat, Satbari, Chattarpur Mandir Road, New Delhi – 110 074 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2017 together with Report of the Auditors thereon;
2. To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2017.
3. To reappoint Mr. Arvind Thakur (DIN 00042534), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company.

To pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board, S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors Price Waterhouse Chartered Accountants (Firm Registration No. 301112E), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To appoint Ms. Holly Jane Morris (DIN 06968557) as Independent Director of the Company

To pass, with or without modifications, the following resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 of Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Holly Jane Morris (DIN 06968557), be and is

hereby appointed as an Independent Director, not liable to retire by rotation, for a second term not exceeding 5 (five) years, w.e.f. April 1, 2017 on the terms and conditions in the Letter of appointment to be issued by the Company."

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

Place: Noida

Date: May 05, 2017

Lalit Kumar Sharma

Company Secretary & Legal Counsel

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out the material facts concerning the business under Item No. 5 of the Notice is annexed herewith. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Directors under Item Nos. 3 & 5 of the Notice are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.** A person shall not act as a proxy for more than 50 members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person or shareholder.
3. Proxy shall not be entitled to speak at the Meeting. Proxies, in order to be effective should be duly completed, stamped and signed and must be received at the Registered Office of the Company at 8, Balaji Estate, Guru Ravi Das Marg, Kalkaji, New Delhi -110019, either in person or through post not later than 48 hours before the commencement of the meeting. A blank proxy form is enclosed. The Members may please note that:
 - All un-named, undated, unstamped or inadequately stamped proxy forms shall not be considered as valid.
 - Proxy-holder shall carry his/her identity proof (Driving License/Aadhaar Card/Voter ID Card/Passport/PAN Card) in order to prove his/her identity at the Annual General Meeting.
 - In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the

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original meeting.

- A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
 - Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company in the business hours during the period beginning twenty-four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged is required to be provided to the Company at its Registered Office situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019 or Email: investors@niit-tech.com, Ph. No. +91 11 41675000 Fax: +91 11 41407120 Website: www.niit-tech.com
4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
 5. Members/proxies/authorized representatives are requested to bring to the Meeting, duly completed and signed Attendance Slips mentioning therein the details of their DP ID & Client ID/Folio No. to attend the Meeting.
 6. Final dividend of Rs.12.50 per equity share has been recommended by the Board of Directors for the Year ended March 31, 2017 pursuant to the provisions of the Companies Act, 2013, and if declared at the ensuing Annual General Meeting, it will be paid within 30 days of the declaration, to those Members whose names appear in the Register of Members/in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the close of business hours on September 15, 2017.
 7. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., September 16, 2017 to September 22, 2017 (both days inclusive).
 8. While Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi - 110055, for changes, if any, in their address and bank mandates and members having shares in electronic form may inform such changes directly to their Depository Participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
 9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same

order of names are requested to send share certificates to the Company for consolidation into a single folio.

10. The Company is using Electronic Clearing System (ECS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI.

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

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

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- Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013
- 14. The certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, and in accordance with the resolutions passed by the members in the General Meeting will be available at the venue for inspection by the Members.
- 15. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
- 16. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
- 17. Pursuant to Section 124 of the Companies Act, 2013, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unclaimed/unpaid dividend for the Financial Year ended on March 31, 2009, has been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year. No claim shall be entertained against IEPF or the Company for the amount already transferred. Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2010 are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. As on March 31, 2017, the amount outstanding in unclaimed dividend account for the Financial Year ended March 31, 2010 is Rs.18,76,245.

The Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.niit-tech.com.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

The Company has issued two newspaper advertisements on November 27, 2016 & April 13, 2017. Also, the Company had sent letters individually to the concerned shareholders whose shares are liable to be transferred to the demat account of the IEPF Authority, at their latest address registered with the Company so that they can apply to the Company with requisite details and documents and claim their shares, if any. The Company has also uploaded full details of such shareholders and shares due for transfer to the demat account of the IEPF Authority on its website at link <http://www.niit-tech.com/Investors/Disclosures>.
- 18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 19. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a Financial Year to the Members to register their E-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Board Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.
- 20. Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting. Members may also note that the Notice and Annual Report for the financial year 2016-17 will also be available on the Company's website www.niit-tech.com.
- 21. Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode.
- 22. The Route map showing the directions to reach the venue is annexed to the Notice.
- 23. Under Section 139 of the Companies Act, 2013 and

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Rules made thereunder, it is mandatory to rotate the Statutory Auditors on completion of the maximum term permissible under the said section. The term of the current Statutory Auditors - PriceWaterhouse, Chartered Accountants (FRN 301112E) shall expire on the conclusion of the upcoming 25th Annual General Meeting of the Company. The Audit Committee approved and recommended to the Board appointment of S.R. Batliboi & Associates LLP, Chartered Accountants FRN 101049W/E300004 for appointment as Statutory Auditors of the Company for a term of five consecutive years with effect from the conclusion of ensuing 25th Annual General Meeting to be held on September 22, 2017 till the conclusion of 30th Annual General Meeting of the Company. The Board has further recommended their appointment to the Shareholders of the Company at the ensuing Annual General Meeting of the Company to be held on September 22, 2017.

24. Voting through electronic means:

In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 25th Annual General Meeting, electronically through the remote e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting. The e-voting facility will commence from 09:00 A.M.(Server Time) on Tuesday, September 19, 2017 and end at 05:00 P.M. (Server Time) on Thursday, September 21, 2017. E-voting shall not be allowed beyond the said period. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15, 2017 may cast their votes electronically.

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

25. Instructions for Remote e-Voting:

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

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

Members are requested to note the following:

1. In case of any queries, you may refer the FAQs and Remote e-voting user manual to the Members available

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at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990.

You can also update your mobile number and E-mail ID in the user profile details of the Folio which may be used for sending future communication(s).

2. The voting rights of the Members shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date of September 15, 2017
3. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 15, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing User-ID and password for casting your vote. Upon 5 unsuccessful attempts to provide the correct password or if you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990.
4. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes.
5. Mr. Nityanand Singh, Company Secretary (Membership No.FCS-2668) of M/s Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only, shall be entitled to avail the facility of Remote e-voting as well as voting at the Annual General Meeting through ballot paper or electronic means. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/ Remote e-voting" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the Remote e-voting facility.
7. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and

shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results forthwith.

8. The Results declared along with the Report of the Scrutinizer shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate office and the same shall also be placed on the website of the Company www.niit-tech.com and on the website of NSDL immediately after the declaration by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange & Bombay Stock Exchange; the Stock Exchanges on which the Company's Shares are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013

Agenda Item: 5

Ms. Holly Jane Morris was appointed as Independent Director by the members in the Annual General Meeting of the Company held on August 3, 2015 till March 31, 2017. The Board of Directors on the basis of performance evaluation of Ms. Morris and as per the recommendation of Nomination & Remuneration Committee, considering her background, experience and contributions made by her during her tenure The Board in its meeting held on March 24, 2017, on the recommendation of Nomination and Remuneration Committee has appointed Ms. Holly Jane Morris, as Independent Director for second term not exceeding 5 consecutive years w.e.f April 01, 2017 in its meeting held on March 24, 2017 subject to the approval of shareholders at the Annual General Meeting. The Board recommends the same to the shareholders of the Company and the Members to approve the appointment of Ms. Holly Jane Morris to the Board of Directors as Independent Director w.e.f. April 1, 2017 not liable to retire by rotation and for a term not exceeding 5 consecutive years.

The Company has received a declaration from Ms. Morris that she meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015. In the opinion of the Board Ms. Morris fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures

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Requirement) Regulations, 2015

Except Ms. Holly Jane Morris, none of the Directors and Key Managerial Personnel of the Company are interested in any way in the resolution set out in Item No. 5 of the Notice.

The relatives of Ms. Morris may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Ms. Morris does not hold any directorship in other Indian Public Ltd. company and any shares thereof. Save and except the above, none of the other Directors/Key

Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders.

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

Place: Noida

Lalit Kumar Sharma

Date: May 05, 2017 Company Secretary & Legal Counsel

Details of Director seeking appointment/re-appointment at the Annual General Meeting pursuant to Item No. 3 & 5 of the aforesaid Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Secretarial Standard on General Meetings is provided herein below:

Particulars	Mr. Arvind Thakur	Ms. Holly Jane Morris
Age	62 years	64 years
Qualifications	Graduation in engineering from IIT, Kharagpur. Thereafter he pursued post graduation in Industrial Engineering from NITIE, Mumbai.	BA in Classics from Kent State University, an MA and PhD in Ancient Studies from the University of Minnesota.
Experience (including expertise in specific functional area)	Wide experience in Information Technology industry	Wide experience in Information Technology industry
Terms and Conditions of Appointment/ Re-Appointment	As per the resolution at Item no. 7 of the Notice convening Annual General Meeting on July 07, 2014 read with explanatory statement thereto	As per the resolution at Item no. 5 of the Notice convening Annual General Meeting on September 22, 2017 read with explanatory statement thereto
Remuneration last drawn (including sitting fee, if any)	Rs. 38.96 Mn	Rs. 2.40 Mn
Remuneration proposed to be paid	As per the resolution at Item no. 7 of the Notice convening Annual General Meeting on July 07, 2014 read with explanatory statement thereto	As per the resolution at Item no. 5 of the Notice convening Annual General Meeting on September 22, 2017 read with explanatory statement thereto
date of first appointment on the Board	12/12/2003	15/10/2014
Shareholding in the company as on March 31, 2017	6,12,773 Equity shares	NIL
Relationship with other Directors/Key Managerial Personnel	None	None
Number of Meetings of the Board attended during the year	5 (Five)	4 (Four)
Membership/Chairmanship of Committees of other Public Companies (includes only Audit and Stakeholders' Relationship Committee)	NIIT SmartServe Limited (Member – Audit Committee)	None
Directorships held in other Public Companies (excluding foreign companies and Section 8 Companies)	1) ESRI India Technologies Limited (erstwhile NIIT GIS Limited) 2) NIIT SmartServe Limited 3) Incessant Technologies Pvt. Ltd.	None

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Brief profile of Mr. Arvind Thakur(DIN 00042534)

Arvind Thakur is the CEO and Joint Managing Director at NIIT Technologies Ltd, a global IT solutions and business services organization. He has led the business to be among the top providers. In 2012 he was conferred the prestigious global Gold Stevie award as Executive of the Year in the computer services category.

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

He is active in industry forums and an elected member of NASSCOM Executive Council where he served as a member of its IT Services Council and Chairman Domestic Council. Currently he chairs the Investment Committee and is a member of the Audit Committee of this premier industry association.

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

Brief profile of Ms. Holly Jane Morris (DIN 06968557)

Ms. Holly Jane Morris has extensive experience as a Corporate IT and Operations Executive in Fortune 500 global financial services organizations, local government and manufacturing. From 2006 to 2012, she was the CIO at Thrivent Financial, a Fortune 500 financial services organization where she led the creation and implementation of a \$250M modernization program to

retire legacy systems and implement new technology to enable the company's growth strategy. Ms. Holly Morris also served as the SVP of technologies at American Express Global Financial Services. She held CIO and CTO positions at ING North America, and was also CIO for the City of Minneapolis. She started her career at Honeywell where she rose to Section Head of Computer Aided Engineering, and then moved to the at the Honeywell spin-off, Alliant Techsystems, where she was responsible for all business and manufacturing systems.

Since retirement, Ms. Morris has been advising global IT delivery companies and has continued several volunteer activities, serving universities, non-profits and government on innovative ways to re-invent themselves given today's technology opportunities and challenges. She served on the board of Royal Cameron Corporation and Highland Capital Brokerage Corporation and was recognized as an "Outstanding Woman" by Twin Cities Business and as one of the "Elite 8" by Insurance and Technology magazine.

Ms. Morris holds a BA in Classics from Kent State University, an MA and PhD in Ancient Studies from the University of Minnesota and is close to completing her masters in software systems from the University of Saint Thomas in Saint Paul, MN. While she was a student, her research interests included using computing tools such as data bases, statistical packages and simulation technology to better understand ancient social and economic systems.

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