

NOTICE

Notice is hereby given that the twenty fifth Annual General Meeting of the Members of NIIT Limited will be held on Monday, 28th day of July, 2008, at 11:00 a.m. at FICCI Auditorium, 1 Tansen Marg, New Delhi 110 001, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the financial year April 1, 2007 to March 31, 2008 and Balance Sheet as at March 31, 2008 and the Reports of the Auditors and the Directors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Rajendra S. Pawar, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. P. Rajendran, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint M/s Price Waterhouse, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

By Order of the Board
For NIIT Limited

Parveen Jain

*Company Secretary
& Legal Counsel*

Place : New Delhi
Dated : June 11, 2008

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE

THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.

2. The Members/ Proxies are requested to bring their copy of the Annual Report with them at the Meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from Tuesday, July 22, 2008, to Monday, July 28, 2008, both days inclusive. The dividend as recommended by the Board of Directors, if declared at the meeting, will be paid to those Members whose names appear in the Company's Register of Members as on July 28, 2008 for shares held in physical form and the list of beneficial owners as furnished by the Depositories (NSDL and CDSL) as of the close of business hours on July 21, 2008 for shares in electronic form.
5. While Members holding shares in physical form may write to the Company for any change in their address and bank mandates, Members having shares in electronic form may inform any change in address to their depository participant immediately so as to enable the Company to dispatch dividend warrants at correct addresses.
6. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
7. The Members desirous of appointing their nominees for the shares held by them may apply in the revised Nomination Form (Form 2-B) as amended by the Central Government vide their notification No. GSR 836(E) dated October 24, 2000.

NOTICE (Contd.)

8. In order to provide protection against fraudulent encashment of dividend warrants, Members holding shares in physical form are requested to provide their bank account number, name and address of the bank/branch to enable the Company to incorporate the same in the dividend warrant.
9. All unclaimed/unpaid dividend up to the financial year ended on September 30, 2000, have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A of the Companies Act, 1956. Members who have not so far encashed dividend warrant(s) for the financial year September 30, 2001 and thereafter are requested to seek issue to duplicate warrant(s) by writing a letter to the Company at Registered Office address, immediately.
10. The Members desirous of obtaining any information/ clarification concerning the accounts and operations of the Company are requested to address their questions 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.
11. Information pursuant to Clause 49 of the Listing Agreement(s) pertaining to the Directors proposed to be re-appointed vide Item Nos. 3 and 4 of the Notice, are as follows:

Particulars	Mr. Rajendra S Pawar	Mr. P Rajendran
Date of Birth	March 6, 1951	February 28, 1953
Date of Appointment	December 2, 1981	May 1, 1990
Qualifications	B. Tech	B. Tech
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2007-2008	Detailed in the Corporate Governance Report for the financial year 2007-2008
Directorship held in other public companies (excluding foreign companies and section 25 companies)	<ul style="list-style-type: none"> a. Nestle India Limited b. NIIT Technologies Limited c. NIIT Online Learning Limited d. Hole-in-the-Wall Education Limited e. NIIT SmartServe Limited f. NIIT GIS Limited g. NIIT Multimedia Limited h. Scantech Evaluation Services Limited i. Pace Services Limited j. Institute of Quality Limited k. IT Infrastructure Development Corporation Limited l. NIIT Institute of Process Excellence Limited 	<ul style="list-style-type: none"> a. Hole-in-the-Wall Education Limited b. NIIT GIS Limited c. NIIT Multimedia Limited d. Pace Services Limited e. IT Infrastructure Development Corporation Limited f. NIIT Institute of Process Excellence Limited g. NIIT Institute of Finance Banking and Insurance Training Limited h. NIIT Network Services Limited i. Silico Bio-informatics Limited
Membership (M)/ Chairmanship (c) of Committees of other public companies (includes only Audit Committee (AC) and Shareholders/Investors Grievance Committee (SGC))	<ul style="list-style-type: none"> i. Nestle India Limited (AC-M) ii. Hole-in-the-Wall Education Limited (AC-M) iii. NIIT SmartServe Limited (AC-M) iv. Scantech Evaluation Services Limited (AC-M) v. Pace Services Limited (AC-M) 	<ul style="list-style-type: none"> i. Hole-in-the-Wall Education Limited (AC-C) ii. Pace Services Limited (AC-C)
Relationship with other directors	None	None