

## NOTICE

Notice is hereby given that the twenty sixth Annual General Meeting of the Members of NIIT Limited will be held on Monday, 27th day of July, 2009, 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, 2008 to March 31, 2009 and Balance Sheet as at March 31, 2009 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. Vijay K. Thadani, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sanjay Khosla, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Subroto Bhattacharya, who retires by rotation and, being eligible, offers himself for re-appointment.
6. 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.

### SPECIAL BUSINESS

#### 7. APPROVAL UNDER SECTION 293(1)(e) OF THE COMPANIES ACT, 1956, FOR GRANT OF CORPUS TO NIIT INSTITUTE OF INFORMATION TECHNOLOGY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956 (the Act) and all other applicable provisions, if any, of the Act, the consent of the Company be

and is hereby accorded for granting a corpus of an aggregate amount upto Rs. 100,000,000 (Rupees One hundred million only), in one or more financial year in multiple tranches, to NIIT Institute of Information Technology, a society registered under the Societies Registration Act, 1860 or such other similar entity.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, things, and matters and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary and expedient including any modifications thereto and to settle any question, difficulty, or doubt that may arise in regard thereto.”

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

**Parveen Jain**

*Company Secretary  
& Legal Counsel*

Place : New Delhi  
Dated : May 27, 2009

### 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 ATTACHED WITH ANNUAL REPORT.
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

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- Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Notice alongwith explanatory statement, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are open for inspection at the Registered Office of the Company.
  5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from Tuesday, July 21, 2009, to Monday, July 27, 2009, 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 27, 2009 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 20, 2009 for shares held in electronic form.
  6. 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.
  7. 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.
  8. 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.
  9. 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.
  10. All unclaimed/unpaid dividend up to the financial year ended on September 30, 2001, 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 ended September 30, 2002 and thereafter are requested to seek issue to duplicate warrant(s) by writing a letter to the Company at Registered Office address, immediately.
  11. 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.
  12. Auditors' certificate certifying that the Company's stock option plan has been implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, and in accordance with resolutions passed by the Members, will be available at the AGM for inspection by the Members.
  13. Information pursuant to Clause 49 of the Listing Agreement(s) pertaining to the Directors proposed to be re-appointed vide Item Nos. 3, 4 and 5 of the Notice, are as follows:

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Particulars	Mr.Subroto Bhattacharya	Mr. Sanjay Khosla	Mr. Vijay K. Thadani
Date of Birth	October 12, 1940	December 1, 1951	February 15, 1951
Date of Appointment	December 14, 1998	December 21, 2002	December 2, 1981
Qualifications	Chartered Accountant	B. Tech	B. Tech
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2008-2009	Detailed in the Corporate Governance Report for the financial year 2008-2009	Detailed in the Corporate Governance Report for the financial year 2008-2009
Directorship held in other public companies (excluding Foreign Companies)	a. NIIT Technologies Limited b. HCL Infosystems Limited c. HCL Corporation Limited d. HCL Infinet Limited e. HCL Peripherals Limited f. HCL Technologies Limited	None	a. NIIT Technologies Limited b. Scantech Evaluation Services Limited c. NIIT Multimedia Limited d. Silico Bioinformatics Limited e. Institute of Quality Limited f. NIIT Institute of Finance Banking and Insurance Training Limited g. Evolv Services Limited h. NIIT Institute of Process Excellence Limited
Membership (M)/ Chairmanship (C) of Committees of other public companies (includes only Audit Committee (AC) and Shareholders/ Investors Grievance Committee (SGC))	i. NIIT Technologies Limited(AC-C) ii. HCL Corporation Limited (AC-C) iii. HCL Technologies Limited(AC-M) iv. HCL Technologies Limited(SGC-M) v. HCL Infosystems Limited(AC-M) vi. HCL Infosystems Limited(SGC-M) vii. HCL Infinet Limited(AC-M)	None	i. NIIT Technologies Limited (SGC-M) ii. Scantech Evaluation Services Limited(AC-C) iii. NIIT Institute of Finance Banking and Insurance Training Limited(AC-M) iv. NIIT Institute of Process Excellence Limited(AC-C)
Number of Equity Shares held in the Company	56,250	56,250	1,55,000
Relationship with other directors	None	None	None

## EXPLANATORY STATEMENT

(PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)

### ITEM NO. 7

The Company has been a market leader in the areas of IT education and IT assisted education in the country since its inception. The Company has been successfully conducting career education programs at post secondary level, structured on the lines of university system. The GNIIT and DNIIT programs have received academic validation from universities in the developed world.

The Company has consistently pioneered several innovative approaches while creating and running

an education company over the last twenty seven years, which has gained global repute. In the context of the new emerging education paradigm and recent initiatives of the government to provide a thrust to formal higher education, the Company has patronized a world class global university proposed to be set up by NIIT Institute of Information Technology (the "Institute") with the objects of providing seamless, industry linked, technology based, research driven doctoral, under graduate and post graduate programs to create knowledge leaders. The income and property of the Institute, however derived, shall be applied towards the promotion of the objectives as set forth in the Memorandum of Association of the Institute.

The benefits that could accrue to the Company for such patronization are:

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- Provide a global higher education institutional image to the Company.
- World class research facility will enable the Company to grow in emerging technologies like education technology, nano-technology, bio-informatics and other information and communication technologies.
- Develop / Upgrade the Company's curriculum / contents in the emerging areas like bio-informatics, nano-technology, etc.
- Leverage Company's capabilities and experience, along with proposed University's reach, to generate additional revenue lines such as education delivery using technology, testing and examination services.
- Enable the Company's global centers to run accredited courses with this as well as other international universities.

The Institute, under the guidance of its independent Governing Board, has done the work related to launch of the University at Neemrana, Alwar, Rajasthan and plans to begin its first session in September 2009. Since the Institute is at the initial stage of implementation, it needs substantial funds to kick off the first session of the University and has approached many corporates including NIIT (the Company). The Company due to various reasons stated above and also to fulfill its corporate social responsibilities, deems it fit to support the cause of the Society by way of grant of corpus to the Institute.

The Shareholders are also informed that they have vide their resolution passed on July 27, 2005, approved grant of corpus to the tune of Rs. 50,000,000/- (Rupees Fifty million only) to the Institute. Though authorised by the Shareholders, the Company is yet to grant any corpus to the Institute under the said authorization. Thus, the total corpus available for grant by the Company to the Institute or similar entity, after obtaining the present approval from the shareholders, will be Rs. 150,000,000 (Rupees One hundred fifty million).

As per Section 293(1)(e) of the Companies Act, 1956 (the Act), any contribution to a fund beyond Rs. 50,000 or 5% of the average net profits during the preceding three financial years, would require approval from the shareholders of the Company. This corpus, towards the endowment fund, being in the nature of grant falls within the ambit of Section 293 (1)(e) of the Act.

Since the additional amount of Rs.100,000,000 (Rupees One hundred million) is above the limits prescribed under Section 293(1)(e) of the Act, shareholders' approval is being sought for grant of additional corpus to the Institute.

Further, the Company, in fulfillment of its nomination right on the Governing Board of the Institute, has nominated Mr. P. Rajendran, Director of the Company on the Governing Board of the Institute.

Your Directors have proposed the resolution as set out in the notice, to empower the Board of Directors of the Company to make necessary donation / corpus to the Institute as stated in the enabling resolution.

Mr. Rajendra S Pawar and Mr. Vijay K Thadani, Directors of the Company do not have any pecuniary and/or any other interest(s) in the Institute, except that they are the founder members and also members of the Governing Board of the Institute for which they may be deemed to be interested. Except to the extent mentioned hereinabove, no other director is interested or concerned in the proposed resolution.

The Board commends the resolution for your approval.

By Order of the Board  
For NIIT Limited

**Parveen Jain**

Company Secretary  
& Legal Counsel

Place : New Delhi  
Dated : May 27, 2009