

## NOTICE

Notice is hereby given that the twenty seventh Annual General Meeting of the Members of NIIT Limited will be held on Friday, 9th day of July, 2010, at 11:30 A.M. at Parkland Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110074, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the financial year April 1, 2009 to March 31, 2010 and Balance Sheet as at March 31, 2010 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. Surendra Singh, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajendra S Pawar, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint M/s Price Waterhouse, Chartered Accountants (registration number FRN301112E), 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

#### 6. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment and/or re-enactment thereof), and subject to such necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Company be and is hereby accorded to pay to

its Directors (other than Managing / Whole-time Directors of the Company) for a period of five financial years commencing from April 1, 2010, such commission (at the discretion of the Board/Committee of Directors, the payment of such commission may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis) as may be determined by the Board/Committee of Directors from time to time (to be divided amongst them in such proportion/manner as may be determined by the Board/Committee of Directors from time to time) however such commission shall not exceed the ceiling as prescribed under Section 309(4) of the Companies Act, 1956 i.e. 1% (one percent) per annum of the net profits of the Company as computed in accordance with the provisions of Section 198(1), 349 and 350 of the Companies Act, 1956.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised 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.”

By Order of the Board  
For NIIT Limited

**Parveen Jain**

Place : New Delhi  
Dated : May 7, 2010

Company Secretary  
& Legal Counsel

### 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.

## NOTICE (Contd.)

2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
3. The Members/ Proxies are requested to bring their copy of the Annual Report with them at the Meeting and to produce the admission slip, duly completed and signed, at the entrance for admission to the meeting hall.
4. 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.
5. Notice alongwith explanatory statement, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are open for inspection, during the business hours, at the Registered Office of the Company.
6. Statutory 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 Meeting for inspection by the Members.
7. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from Friday, July 2, 2010, to Friday, July 9, 2010, 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 9, 2010, 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 1, 2010 for shares held in electronic form.
8. 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 and bank details to their depository participant immediately so as to enable the Company to dispatch dividend warrants at correct address.
9. 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.
10. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form 2B).
11. 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.
12. All unclaimed/unpaid dividend up to the financial year ended on September 30, 2002, 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 March 31, 2004 and thereafter are requested to approach the Company by writing a letter to the Company at Registered Office address, immediately.
13. 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 Meeting.
14. **THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY, HOWEVER, THE MEMBERS/PROXIES MAY PLEASE NOTE THAT NO GIFTS/ GIFT COUPONS WILL BE DISTRIBUTED AT THE MEETING.**

## NOTICE (Contd.)

15. Information pursuant to Clause 49 of the Listing Agreement pertaining to the Directors proposed to be re-appointed vide Item Nos. 3 and 4 of the Notice, are as follows:

Particulars	Mr. Surendra Singh	Mr. Rajendra S Pawar
Date of Birth	July 21, 1937	March 6, 1951
Date of Appointment	March 20, 2001	December 2, 1981
Qualifications	IAS	B. Tech
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2009-2010	Detailed in the Corporate Governance Report for the financial year 2009-2010
Directorship held in other public limited companies (excluding Foreign Companies)	<ul style="list-style-type: none"> <li>i. CMC Limited</li> <li>ii. Jubilant Organosys Limited</li> <li>iii. NIIT SmartServe Limited</li> <li>iv. NIIT Technologies Limited</li> </ul>	<ul style="list-style-type: none"> <li>i. NIIT Technologies Limited</li> <li>ii. NIIT Online Learning Limited</li> <li>iii. Hole-in-the-Wall Education Limited</li> <li>iv. NIIT SmartServe Limited</li> <li>v. NIIT GIS Limited</li> <li>vi. NIIT Multimedia Limited</li> <li>vii. Scantech Evaluation Services Limited</li> <li>viii. Nestle India Limited</li> <li>ix. Pace Services Limited</li> <li>x. Institute of Quality Limited</li> <li>xi. IT Infrastructure Development Corporation Limited</li> <li>xii. NIIT Institute of Process Excellence Limited</li> </ul>
Membership (M)/ Chairmanship (C) of Committees of other public limited companies (includes only Audit Committee (AC) and Shareholders'/Investors' Grievance Committee (SIGC))	<ul style="list-style-type: none"> <li>i. NIIT Technologies Limited(AC-M)</li> <li>ii. Jubilant Organosys Limited (AC-M)</li> <li>iii. Jubilant Organosys Limited (SIGC-M)</li> <li>iv. CMC Limited (SIGC-C)</li> <li>v. CMC Limited (AC-M)</li> <li>vi. NIIT SmartServe Limited(AC-M)</li> </ul>	<ul style="list-style-type: none"> <li>i. Pace Services Limited (AC-C)</li> <li>ii. Nestle India Limited (AC-M)</li> <li>iii. Scantech Evaluation Services Limited (AC-M)</li> <li>iv. Hole-in-the-Wall Education Limited (AC-M)</li> <li>v. NIIT SmartServe Limited (AC-M)</li> </ul>
Number of equity shares held in the Company	56,250	155,000
Relationship with other Directors	None	None

## NOTICE (Contd.)

### EXPLANATORY STATEMENT

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

#### ITEM NO 6

The Members of the Company had approved the payment of commission to Non- Executive Directors for a period of five years with effect from April 1, 2005, subject to a ceiling of 1% (one percent) per annum of net profits of the Company in any financial year (computed in the manner provided in Section 198(1) of the Companies Act, 1956). The said period has expired on March 31, 2010.

As the Company need to have an optimum Board structure constituting Executive and Non-Executive Directors and considering the fact that to have qualified and Independent Directors on the Board and their valuable business and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed that the Company should continue to pay the commission for another 5 (five) years commencing from April 1, 2010, for an amount as may be decided by the Board of Directors/Committee of Directors, from time to

time, but not exceeding 1% (one percent) per annum of the net profit of the Company as provided under Section 309(4) of the Companies Act, 1956 or any amendments or modifications thereto. Such commission shall be divided amongst Non Executives Directors in such manner as the Board of Directors/Committee of Directors may from time to time determine and the same may be paid to Non-Executive Directors on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis as the Board of Directors/ Committee of Directors deem fit, subject to such necessary approval(s), consent(s) or permission(s), as may be required.

All the Non-Executive Directors may be deemed to be concerned or interested in this resolution.

The Board of Directors 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 7, 2010