

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of NIIT Limited will be held on Friday, 1st day of July, 2011 at 10.00 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 ended March 31, 2011 and Balance Sheet as at that date together with 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. P. Rajendran, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Vijay K. Thadani, 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. APPOINTMENT OF MS. MADHABI PURI BUCH, AS DIRECTOR OF THE COMPANY

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

“RESOLVED THAT Ms. Madhabi Puri Buch, who was appointed as an Additional Director of the Company by the Board of Directors under Article 61 of the Articles of Association of the Company with effect from November 3, 2010 and who holds office, as such, under the said Article and pursuant to the provisions of Section 260 of the Companies Act, 1956 (‘the Act’) upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Act, and in respect of whom the Company has

received a notice in writing from a member under Section 257 of the Act signifying his intention to propose her as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. RE-APPOINTMENT OF MR. RAJENDRA S. PAWAR AS MANAGING DIRECTOR 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 Sections 198, 269, 309, 310, 311, 316, 317, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (‘the Act’) (including any amendment and /or re-enactment thereof), the Company hereby approves the re-appointment of Mr. Rajendra S. Pawar as Managing Director of the Company for a period of 5 (five) years with effect from January 24, 2012 on the terms and at remuneration as detailed in Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT pursuant to the paragraphs (B) and (C) of Section II (1) of Part II of Schedule XIII and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the minimum remuneration, as detailed in the Explanatory Statement, to Mr. Pawar for that financial year, in which there is inadequacy or absence of profits, during the period of three years from the effective date of his appointment.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.”

By Order of the Board
For NIIT Limited

Place : New Delhi
Dated : May 23, 2011

Rajesh Arora
Company Secretary

NOTICE (Contd.)**NOTES:**

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Businesses as set out above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. 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.
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. All the documents referred in the Notice along with 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.
5. 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 the resolutions passed by the Members, will be available at the Meeting for inspection by the Members.
6. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e. from June 24, 2011 to July 1, 2011 (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 1, 2011, 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 June 23, 2011 for shares held in electronic form.
7. 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(s) immediately so as to enable the Company to dispatch dividend warrants at correct address.
8. 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.
9. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form 2B).
10. 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 warrants.
11. All unclaimed/unpaid dividend up to the financial year ended on September 30, 2002, have been transferred to the Investor Education and Protection Fund (IEPF) 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.
The Members are also requested to apply for revalidation / issue of demand drafts for the unclaimed / unpaid amount against sale proceeds of fractional shares, which was payable on account of demerger scheme. Such request for revalidation / issue of demand draft shall be send to the Company on or before October 12, 2011, after which any unclaimed / unpaid amount against sale proceeds of such fractional shares will be transferred by the Company to IEPF and no claim shall lie against the Company or IEPF after the said transfer.

NOTICE (Contd.)

12. 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.

13. The Ministry of Corporate Affairs (“MCA”) has taken a ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by companies vide its Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 stating that the service of officials documents by the companies to its members can be made through electronic mode.

Considering the move taken by the MCA as a welcome step for the society at large, the Company henceforth propose to send various notices/ documents like Notices of General Meetings, Audited Financial Statements, Auditor’s Report, Directors’ Report, Financial Results, etc. in

electronic form to the e-mail IDs provided by the Member with their depository participants.

All the officials’ documents including Annual Report of the Company, circulated to the Members of the Company through electronic mode, will be made available on the Company’s website i.e. www.niit.com. The Members holding shares in electronic mode may update their e-mail IDs with their depository participants to ensure that the Annual Reports and other documents reach them at their preferred e-mail IDs and where the shares are held in physical form, please get your e-mail IDs updated in the records of the Company. In this regard, the Members can also register/update their e-mail IDs at the website of the Company i.e. www.niit.com/investorrelations.

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 ANNUAL GENERAL MEETING.

15. Information pursuant to Clause 49 of the Listing Agreement pertaining to the Directors proposed to be appointed/re-appointed vide Item Nos. 3, 4, 6 and 7 of the Notice, are as follows:

Particulars	Mr. P. Rajendran	Mr. Vijay K. Thadani	Mr. Rajendra S. Pawar	Ms. Madhabi Puri Buch
Date of Birth	February 28, 1953	February 15, 1951	March 6, 1951	January 12, 1966
Date of Appointment	May 1, 1990	December 2, 1981	December 2, 1981	November 3, 2010
Qualifications	B.Tech	B.Tech	B.Tech	PGDM (MBA) from IIM, Ahmedabad & B.A. (Hons.) Mathematics & Economics
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2010-11	Detailed in the Corporate Governance Report for the financial year 2010-11	Detailed in the Corporate Governance Report for the financial year 2010-11	Detailed in the Corporate Governance Report for the financial year 2010-11
Directorship held in public companies (excluding Foreign Companies and NIIT Limited)	<ul style="list-style-type: none"> i. Hole-in-the-Wall Education Limited ii. NIIT Institute of Finance Banking and Insurance Training Limited iii. NIIT Network Services Limited iv. Pace Services Limited v. IT Infrastructure Development Corporation Limited vi. NIIT Institute of Process Excellence Limited vii. Element K India Private Limited (Subsidiary of Public Company) 	<ul style="list-style-type: none"> i. NIIT Technologies Limited ii. Scantech Evaluation Services Limited iii. Institute of Quality Limited iv. NIIT Institute of Finance Banking and Insurance Training Limited v. Evolv Services Limited vi. NIIT Institute of Process Excellence Limited 	<ul style="list-style-type: none"> i. NIIT Technologies Limited ii. NIIT Online Learning Limited iii. Hole-in-the-Wall Education Limited iv. Institute of Quality Limited v. NIIT SmartServe Limited vi. NIIT GIS Limited vii. NIIT Institute of Process Excellence Limited viii. Scantech Evaluation Services Limited ix. Pace Services Limited x. IT Infrastructure Development Corporation Limited 	None

NOTICE (Contd.)

Membership (M)/ Chairmanship (C) of Committees of public companies (includes only Audit Committee (AC) and Shareholders' / Investors' Grievances Committee (SIGC)) other than NIIT Limited	i. Pace Services Limited (AC-M) ii. Hole-in-the-Wall Education Limited (AC-C) iii. NIIT Institute of Process Excellence Limited (AC-M)	i. NIIT Technologies Limited (SIGC-M) ii. NIIT Institute of Finance Banking and Insurance Training Limited (AC-M) iii. Scantech Evaluation Services Limited (AC-C) iv. NIIT Institute of Process Excellence Limited (AC-C)	i. Pace Services Limited (AC-C) ii. Scantech Evaluation Services Limited(AC-M) iii. Hole-in-the-Wall Education Limited(AC-M) iv. NIIT SmartServe Limited(AC-M)	None
Number of Equity Shares held in the Company	4,57,537	1,55,000	1,55,000	NIL
Relationship with other Directors	None	None	None	None

EXPLANATORY STATEMENT

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

ITEM NO. 6

Ms. Madhabi Puri Buch was appointed as an Additional Director of the Company w.e.f. November 3, 2010 and pursuant to the provisions of Section 260 of the Companies Act, 1956 ('the Act') and Article 61 of the Articles of Association of the Company, she shall hold office of the Director, as such, up to the date of this Annual General Meeting. The Company has received a notice in writing from a Member of the Company along with a deposit of Rs. 500 proposing the candidature of Ms. Madhabi Puri Buch for office of Director under the provisions of Section 257 of the Act.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Ms. Madhabi Puri Buch.

None of the Directors of the Company other than Ms. Madhabi Puri Buch is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

ITEM NO. 7

The Members of the Company had appointed Mr. Rajendra S. Pawar as Whole-time Director with effect from December 2, 1981. The Members of the Company had re-designated Mr. Pawar as Managing

Director of the Company with effect from April 22, 1998. The remuneration and terms of appointment of the Managing Director was revised by the Members of the Company on various occasions and the last of such revisions was made at 24th Annual General Meeting held on July 25, 2007.

The current tenure of Mr. Pawar as Managing Director of the Company will expire on January 23, 2012. The Board of Directors of the Company at their meeting held on May 22, 2011, had approved the re-appointment of Mr. Pawar as Managing Director of the Company for a further period of 5 (five) years w.e.f. January 24, 2012. The appointment of the Managing Director is subject to approval of the Members.

Further, the remuneration proposed to be paid to Mr. Pawar is within the same grade, which was approved by the Members at their meeting held on July 25, 2007 and this will give flexibility to the Board of Directors to decide the remuneration to be payable to the Managing Director during his tenure. Any change in the remuneration of the Managing Director shall be subject to approval of the Board of Directors based upon the overall performance of the Company and the recommendation of the Compensation / Remuneration Committee.

The Board of Directors of the Company, on the recommendation of the Compensation / Remuneration Committee, proposed to pay the following remuneration to Mr. Pawar, Managing Director

NOTICE (Contd.)

w.e.f. January 24, 2012 as per the terms and conditions mentioned below:

I. Basic Salary : Rs. 3,61,500 p.m. (in the grade of Rs. 3,00,000 p.m. to Rs. 7,00,000 p.m.)

II. Perquisites, Benefits and Allowances:-

The Managing Director, in addition to the basic salary, shall be entitled to the following perquisites, benefits and allowances -

Part A:

Performance Linked Bonus: Annually payable as proposed by the Compensation / Remuneration Committee and approved by the Board of Directors, based on parameters of performance.

Part B:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund: As per the rules of the Company as applicable to the Executive Directors.
- b. Gratuity: which shall be limited to half a month's salary for each completed year of service, as per the scheme of the Company.

Part C:

Company Leased Accommodation/House Rent Allowance, Electricity, Gas, Water, Hard and Soft Furnishings, Books, Periodicals, Journals and Consumables, Medical Reimbursement, Leave Travel Assistance, Fees of Clubs and Medical Insurance: As per the schemes of the Company applicable to the Executive Directors.

Part D:

Company's cars with drivers and telephone, internet and/or broadband facility at residence. However, the Company shall bill the Managing Director, the charges relating to personal long distance calls and charges for using the office cars and phones for

private purposes.

Provided that the aggregate of the aforesaid basic salary, perquisites, benefits and allowances, as per the Scheme of the Company applicable to the Executive Directors, shall not exceed five percent individually and ten percent collectively of the Company's net profit of that financial year as provided under the provisions of Sections 198 and 309 read with Schedule XIII of the Companies Act, 1956 ('the Act') and other applicable provisions, if any.

III. Minimum Remuneration

The Schedule XIII of the Act, provides that where in any financial year during the currency of tenure of the Managing Director, a company has no profits or its profits are inadequate, it may pay the remuneration upto the limits prescribed therein provided the minimum remuneration payable to such Managing Director, is approved by the Members by way of a special resolution and said resolution is valid for a period of three years from the effective date of his re-appointment.

In accordance with the provisions of Schedule XIII and other applicable provisions of the Act, the Compensation/ Remuneration Committee and the Board of Directors at their respective meetings held on May 22, 2011 have approved that the remuneration as detailed above, be paid as minimum remuneration to Mr. Pawar, in the absence or inadequacy of profits in any financial year during the period of three years from the effective date of his re-appointment. The payment of minimum remuneration is subject to necessary consent/ sanction of the Central Government, if required.

The above may be treated as an abstract of terms of remuneration under Section 302 of the Act in respect of the Managing Director of the Company.

NOTICE (Contd.)

The Information as required under Part II of Schedule XIII is given below:

I. GENERAL INFORMATION

1. Nature of Industry	Information Technology Services			
2. Date or expected date of commencement of commercial production	Not Applicable (The Company is an existing Company.)			
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial performance based on given indicators	Particulars	2010-11 (Rs. Mn)	2009-10 (Rs. Mn)	2008-09 (Rs. Mn)
	Total Revenue	6,480.14	6,251.72	5,456.17
	Profit after tax	497.40	311.70	472.11
5. Export performance and net foreign exchange collaborations	The Company had made export of services and products of Rs. 825.24 million during the financial year 2010-11 and had earned net foreign exchange earning of Rs. 294.35 million during the financial year 2010-11.			
6. Foreign investments or collaborators, if any.	<p>The Company has direct investments in the following overseas subsidiaries:</p> <ol style="list-style-type: none"> 1. NIIT Antilles NV, Netherlands Antilles 2. NIIT USA Inc., USA 3. NIIT Limited, UK 			

II. INFORMATION ABOUT THE MANAGING DIRECTOR

1. Background details	<p>Mr. Rajendra S. Pawar is the Chairman and co-founder of the Company. A distinguished alumnus of the premier Institute of Information Technology, Delhi, he is known for promoting industry-academia alliances and has been working closely with the country's well-known educational institutions. An established thought leader in the industry, Mr. Pawar is the current Chairman of the industry body National Association of Software and Service Companies (NASSCOM).</p> <p>Set up in 1981, the Company pioneered the computer education market in India, creating a completely new industry segment and taking it to consolidation and maturity. Mr. Pawar has played a leadership role in nurturing the Company and building it into a leading Global Talent Development Corporation. Acknowledging his contribution to the IT industry in India, Mr. Pawar has been awarded the country's prestigious civilian honour, Padma Bhushan by the President of India in 2011.</p>
-----------------------	---

NOTICE (Contd.)

	<p>Mr. Pawar is a member on the Prime Minister’s National Council on Skill Development; has served on the PM’s National Taskforce commissioned to develop India into an IT Superpower; is an advisor to the Human province of China; and was a member of PIAC (Presidential International Advisory Council) of the Government of South Africa for IT.</p> <p>Mr. Pawar is actively involved in India’s key Chambers of Commerce and has led several ICT industry initiatives, giving voice to the sector’s aspirations and goals. He is currently a member of the International Business Council of the World Economic Forum.</p> <p>Recognising his pioneering and entrepreneurial work in the education and software sectors, Global Business Intelligence firm, Ernst & Young conferred on Mr. Pawar its prestigious Master Entrepreneur of the Year Award in 1999. His contributions to the IT industry in India have also earned him the IT Man of the Year award instituted by IT industry journal, Dataquest. He serves on the Board of Governors of Indian Institute of Technology, Delhi, Indian School of Business, Indian Institute of Management, Bangalore and the Scindia School. He is also a member of Planning Commission’s task force on skill development.</p>	
2. Past remuneration:	Financial Years	Amount (in Rs.)*
	2010-11	10,043,379
	2009-10	9,005,903
	2008-09	10,982,061
	* Mr. Pawar, being the Chairman and Managing Director of NIIT Technologies Limited, also draws remuneration from that company.	
3. Recognition or awards	<ul style="list-style-type: none"> • Rewarded with the Padma Bhushan award in 2011 by the President of India for revolutionizing the IT landscape in India. • Ernst & Young Master Entrepreneur of the Year award 1999. • IT Man of the Year 1998 award instituted by IT industry journal, Dataquest. 	
4. Job profile and his suitability	Mr. Pawar plays a major role in providing thought leadership and strategic inputs to the Company in addition to helping shape new business and driving the strategic HR program in the Company.	
5. Remuneration proposed	As per details herein above given in the Explanatory Statement.	
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration payable to Mr. Pawar has been benchmarked with the remuneration being drawn by similar positions in IT industry and has been considered by the Compensation /Remuneration Committee of the Company at its meeting held on May 22, 2011.	

NOTICE (Contd.)

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Pawar has no pecuniary relationship directly or indirectly with the Company except to the extent of his shareholdings in the Company.
--	---

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits	The Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also. This is an enabling provision for payment of remuneration in the scenario of loss/inadequacy of profits.
2. Steps taken or proposed to be taken for improvement	Not Applicable
3. Expected increase in productivity and profits in measurable terms	Not Applicable

Although your Company has shown growth and profit from its operations in the previous financial year and is expected to earn profits in the future years also, it is proposed to approve the above in order to enable the Company to pay the remuneration to its Managing Director in the eventuality of loss/inadequacy of profits.

Mr. Pawar is not related to any other Director on the Board of the Company.

None of the Directors of the Company other than

Mr. Pawar is interested or concerned in the resolution.

The Board recommends the resolution for your approval.

By Order of the Board
For NIIT Limited

Place : New Delhi
Dated : May 23, 2011

Rajesh Arora
Company Secretary