

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of NIIT Limited will be held on Monday, 2nd day of July, 2012, at 10:00 A.M. at Mapple 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 Balance Sheet as at March 31, 2012, Statement of Profit and Loss for the financial year ended as on 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. Sanjay Khosla, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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

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

“RESOLVED THAT Mr. Subroto Bhattacharya, a Director, who retires by rotation at this Annual General Meeting and who has expressed his desire not to be re-appointed as a Director, be retired and not be re-appointed.

RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so created be not filled and that the number of Directors be reduced accordingly.”

6. To consider and if thought fit, to pass, with or without modification(s), 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, and such other approvals, sanctions, permissions as may be necessary, the Board of Directors be and is hereby authorized to grant or otherwise provide assistance up to Rs. 100 Million (in one or more tranches) per year over the next three financial years and in aggregate not exceeding Rs. 250 Million, starting from financial year 2012-13, to the following entities engaged in activities of social, cultural, educational, economic, scientific research, rural development and/or any other activity for people at large, notwithstanding the fact that the said amount for any financial year may exceed the limits specified under Section 293(1)(e) of the Act, as amended from time to time:

1. NIIT Institute of Information Technology, a society registered under the Societies Registration Act, 1860
2. NIIT Foundation, a society registered under the Societies Registration Act, 1860
3. Any other organization engaged in the activities of social, cultural, educational, economic, scientific research, rural development and/or any other activity for people at large.

By Order of the Board
For NIIT Limited

Place : New Delhi
Date : May 9, 2012

Rajesh Arora
Company Secretary

NOTICE (Contd.)

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 AT B-234, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT.
2. 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.
3. 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from June 22, 2012 to July 2, 2012, 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 2, 2012 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 21, 2012 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 and bank details to their depository participant(s) immediately so as to enable the Company to dispatch dividend warrants at correct address.
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 Nomination Form (Form 2B).
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 warrants.
10. All unclaimed/unpaid dividend up to the financial year ended on March 31, 2004, 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, 2005 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. As on March 31, 2012, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2005 is Rs.4,90,567.50.
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.

NOTICE (Contd.)

12. 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 official 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 had sent the Annual Report for the financial year 2010-11 in electronic form to the e-mail IDs made available to the Company by the depositories and/or Members. All the official documents including Annual Report of the Company, circulated to the Members of the Company through electronic mode, were made available on the Company's website www.niit.com. This year also, the Company proposes to send the Annual Report including various notices/documents like Notices of General Meetings, Audited Financial Statements, Auditors' Report, Directors' Report and Financial Results in electronic form to the e-mail IDs provided by the Members with their depository participants. All the official 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 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, they may get their 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 www.niit.com/investor relations.

13. 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.

14. Information pursuant to Clause 49 of the Listing Agreement pertaining to the Director proposed to be re-appointed vide Item No 3 of the Notice, is as follows:

Name	Mr. Sanjay Khosla
Date of Birth	December 1, 1951
Date of Appointment	December 21, 2002
Qualifications	B Tech from IIT Delhi & Advanced Management Program from Harvard University
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2011-12
Directorship held in other public companies (excluding Foreign Companies)	None
Membership (M)/Chairmanship (C) of Committees of other public companies (includes only Audit Committee (AC) and Shareholders'/ Investors' Grievance Committee (SIGC))	None
Number of Equity Shares held in the Company	56,250
Relationship with other Directors	None

EXPLANATORY STATEMENT

(pursuant to Section 173(2) of the Companies Act, 1956)

ITEM NO 5

Mr. Subroto Bhattacharya, who retires by rotation at the forthcoming Annual General Meeting has informed the Company that he does not wish to offer himself for re-election as a Director of the Company. As required under Section 256(4) of the Companies Act, 1956, a resolution for not filling the vacancy caused by Mr. Subroto Bhattacharya's retirement has been included in the Notice of the Annual General Meeting. Your Directors wish to place on record their appreciation for the contributions made by Mr. Subroto Bhattacharya during his over thirteen years of association with the Company.

NOTICE (Contd.)

The Board recommends the resolution set out in Item No 5 of the Notice for your approval.

None of the Directors is concerned or interested in the resolution at Item No 5 of the Notice.

ITEM NO 6

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 for running an education company. In the context of the new emerging education paradigm and recent initiatives of the regulatory authorities to involve the private sector in the spread of higher education, the Company has envisioned a world class global university named NIIT University (the "University") set up by NIIT Institute of Information Technology (the "Institute") with objects of providing seamless, industry linked, technology based, research driven programs and 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:

- Further improve NIIT brand image in association with a world class higher education University.
- World class research facility, which will enable the Company to grow in emerging technologies like education technology, nano technology, bio-informatics, other information and communication technologies and develop new methodologies to address emerging area in the service sector.
- Uptodate curriculum/contents in areas like bio-informatics, nano and other emerging technologies.
- Generation of Company's capabilities and

experience, along with proposed University's reach, leveraging additional revenue lines such as education delivery using technology, testing and examination services.

- 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 established University at Neemrana, Alwar, Rajasthan and has begun its first session in September 2009. Since the Institute is at an initial stage, it needs substantial funds and has approached many corporates including the Company. Due to reasons stated above and also to fulfill its corporate social responsibilities, the Company deems it fit to support the cause of the Institute by way of grant to the Institute.

The Shareholders are also informed that they have vide their resolution passed on July 27, 2005 and July 27, 2009 had approved grant of corpus to the tune of Rs. 50,000,000/- (Rupees fifty million only) and Rs. 100,000,000/- (Rupees one hundred million only) respectively to the Institute. The Company has granted corpus/donation to the Institute of an aggregate amount of Rs. 148,000,000/- (Rupees one hundred forty eight million only) over the last six years.

In addition to above, the Company has also been extending support to NIIT Foundation ("NF"), a not-for-profit society registered under the Societies Registration Act, 1860, set up with the key objective of reaching the under-served communities especially the marginalized youth in urban slums and rural areas. In the last four years, NF has impacted over 30,000 youth and placed over 81% of eligible candidates, thus creating their livelihoods.

In addition to the corporate social responsibility objective, following benefits may accrue to the Company from the work done by NF:

- The research and engagement models from NF may provide a head start by providing insights into customer and community mind sets.
- With 18 NF centers in operation, NF increases

NOTICE (Contd.)

the reach of Company's courses leading to higher social impact.

- NF is gaining recognition for the work being done – be it with corporates that want to setup partner centers with NF or placement organizations that want to recruit NF students. This is leading to a better image for the Company.
- The tie up with Corporates done by NF will help the Company and group to make inroads in those corporates.
- Low cost education delivery models developed by NF (District Learning Centre, Courier Learning Centre etc.) and experience gained in student mobilization and industry tie-ups would provide a huge benefit to NIIT venture into Skill Building Solutions.

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

Since the proposed grant of amount up to Rs. 100,000,000 (Rupees one hundred million only) per year over the next three financial years and in aggregate not exceeding Rs. 250,000,000 (Rupees two hundred fifty million only) is over and above the limits prescribed under Section 293(1)(e) of the Companies Act, 1956, therefore, shareholders' approval is being

sought for grants.

Further, the Company has nomination right on the Governing Board of the Institute and accordingly has nominated Mr. P. Rajendran, Director of the Company on the Governing Board of the Institute.

Your Directors propose to the members to pass the resolution as set out in the notice, to empower the Board of Directors of the Company to make necessary grants to the Institute, NF or any other organisation engaged in the activities of social, cultural, educational, economic, scientific research, rural development or any other activity for people at large as stated in the resolution.

Mr. Rajendra S Pawar, Mr. Vijay K Thadani and Mr. P Rajendran, Directors of the Company do not have any pecuniary and/or any other interest(s) in the Institute and NF, except that they are the founder members and also members of the Governing Board of the Institute and NF 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 of Directors, therefore, recommends the resolution at Item No 6 of the Notice for your approval.

By Order of the Board
For NIIT Limited

Place : New Delhi
Date : May 9, 2012

Rajesh Arora
Company Secretary

