

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of NIIT Limited will be held on Monday, 1<sup>st</sup> day of July, 2013, 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, 2013, 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. Rajendra S Pawar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Surendra Singh, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Price Waterhouse, Chartered Accountants, (Firm 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.

By Order of the Board  
For NIIT Limited

Place : Gurgaon  
Date : May 23, 2013

**Rajesh Arora**  
Company Secretary

### 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 8, BALAJI ESTATE, FIRST FLOOR, GURU RAVI DAS MARG, KALKAJI, NEW DELHI – 110019, 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, 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, 2013 to July 1, 2013, both days inclusive. The dividend as recommended by the Board of Directors, if approved at the Meeting, will be paid to those Members whose names appear in the Company's Register of Members as on July 1, 2013 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, 2013 for shares held in electronic form.

**NOTICE (Contd.)**

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 make payment of dividend.
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 warrant.
10. All unclaimed / unpaid dividend up to the financial year ended on March 31, 2005, 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, 2006 and thereafter are requested to approach the Company by writing a letter to the Company at Registered Office address, immediately. As on March 31, 2013, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2006 is Rs. 4,36,806.
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. 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 Reports for the financial year 2010-11 and 2011-12 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](http://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, Auditor's 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/investorrelations](http://www.niit.com/investorrelations). 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/investorrelations](http://www.niit.com/investorrelations).
13. SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 had mandated the companies to use any of the RBI approved electronic mode of payment such as ECS (Local ECS / Regional ECS / National ECS), NEFT, RTGS etc. for distribution of dividends and other cash benefits to investors. The Circular also mandated the companies or their registrar & share transfer agents (RTA) to maintain bank details of investors. In case the securities are held in demat mode, the companies or their RTA shall seek relevant bank details from depositories and in case the securities are held in physical mode,

## NOTICE (Contd.)

the companies or their RTA shall take necessary steps to maintain updated bank details at their end. The members are requested to ensure that correct and updated particulars of their bank account are available with their respective depository participants and the Company / its RTA to facilitate necessary payments through electronic mode.

### 14. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS / PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. 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 re-appointed vide Item No. 3 and 4 of the Notice, is as follows:

Name	Rajendra Pawar	S	Surendra Singh
Date of Birth	March 6, 1951		July 21, 1937
Date of Appointment	December 2, 1981		March 20, 2001
Qualifications	B. Tech		Masters in Mathematics
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2012-13		Detailed in the Corporate Governance Report for the financial year 2012-13
Directorship held in other public companies (excluding Foreign Companies)	<ul style="list-style-type: none"> <li>NIIT Technologies Limited</li> <li>NIIT Online Learning Limited</li> </ul>		<ul style="list-style-type: none"> <li>NIIT Technologies Limited</li> </ul>

	<ul style="list-style-type: none"> <li>Hole-in-the-Wall Education Limited</li> <li>NIIT SmartServe Limited</li> <li>NIIT GIS Limited</li> <li>Scantech Evaluation Services Limited</li> <li>NIIT Institute of Process Excellence Limited</li> </ul>	<ul style="list-style-type: none"> <li>NIIT SmartServe Limited</li> <li>GHCL Limited</li> </ul>
Membership (M)/ Chairmanship (C) of Committees of other public companies (includes only Audit Committee (AC) and Shareholders' / Investor' Grievance Committee (SIGC))	<ul style="list-style-type: none"> <li>Scantech Evaluation Services Limited (AC - M)</li> <li>Hole-in-the-Wall Education Limited (AC - M)</li> <li>NIIT SmartServe Limited (AC - M)</li> </ul>	<ul style="list-style-type: none"> <li>NIIT Technologies Limited (AC - M)</li> <li>NIIT SmartServe Limited (AC - M)</li> </ul>
Number of Equity Shares held in the Company	1,55,000	NIL
Relationship with other Directors	None	None

By Order of the Board  
For NIIT Limited

Place : Gurgaon  
Date : May 23, 2013

**Rajesh Arora**  
Company Secretary