

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of NIIT Limited will be held on Monday, 7th day of July, 2014, 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, 2014, 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. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 Annual General Meeting scheduled to be held in the year 2017 and to authorize the Board of Directors to fix their remuneration on yearly basis.

SPECIAL BUSINESS

5. PAYMENT OF REMUNERATION TO MR. P RAJENDRAN, COO & WHOLE-TIME DIRECTOR OF THE COMPANY FOR FINANCIAL YEAR 2013-14

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 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (corresponding to erstwhile Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956) and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration as set out in the statement annexed hereto, to Mr. P Rajendran (DIN: 00042531), COO & Whole-time Director of the Company, for the financial year 2013-14 in absence of adequate profits.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR FINANCIAL YEAR 2013-14

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 197 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to erstwhile Sections 309 and other applicable provisions, if any, of the Companies Act, 1956) and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay to its Directors (other than Managing / Whole-time Directors of the Company) for the financial year 2013-14, such commission in such manner as may be determined by the Board, in absence of adequate profits, however such aggregate commission shall not exceed Rs. 30,00,000/- (Rupees thirty lakhs only).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. PAYMENT OF MINIMUM REMUNERATION TO MR. RAJENDRA S PAWAR, CHAIRMAN AND 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 Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to Mr. Rajendra S Pawar (DIN: 00042516), Chairman & Managing Director for the financial year, in which there is inadequacy or absence of profits, during the period commencing from April 1, 2014 till the expiry of his term as Managing Director i.e. January 23, 2017.

NOTICE (Contd.)

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

8. RE-APPOINTMENT OF MR. VIJAY K THADANI AS CEO & WHOLE-TIME 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 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Vijay K Thadani (DIN: 00042527) as CEO & Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. April 1, 2014 on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approvals as may be necessary, the Company is authorized to pay minimum remuneration to Mr. Vijay K Thadani, CEO & Whole-time Director for the financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2014 till March 31, 2017.

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

9. RE-APPOINTMENT OF MR. P RAJENDRAN AS COO & WHOLE-TIME 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 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013,

(including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. P Rajendran (DIN: 00042531) as COO & Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. April 1, 2014 on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approvals as may be necessary, the Company is authorized to pay minimum remuneration to Mr. P Rajendran, COO & Whole-time Director for the financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2014 till March 31, 2017.

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

10. APPOINTMENT OF MR. ANAND SUDARSHAN, AS AN INDEPENDENT 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 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Anand Sudarshan (DIN: 00827862), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. October 11, 2013 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Anand Sudarshan as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not liable to retire by rotation."

NOTICE (Contd.)

11. APPOINTMENT OF MS. GEETA MATHUR, AS AN INDEPENDENT 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 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. April 1, 2014 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Geeta Mathur as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not liable to retire by rotation."

12. APPOINTMENT OF MR. SANJAY KHOSLA, AS AN INDEPENDENT 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 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Sanjay Khosla (DIN: 00981819), who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Sanjay Khosla as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not liable to retire by rotation."

13. APPOINTMENT OF MR. SURENDRA SINGH, AS AN INDEPENDENT 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 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Surendra Singh (DIN: 00003337) whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Surendra Singh as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not liable to retire by rotation."

By Order of the Board
For NIIT Limited

Place : New Delhi
Date : May 21, 2014

Rajesh Arora
Company Secretary
Membership No. – FCS 4081

NOTICE (Contd.)**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business 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 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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
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, 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 upto and including the date of Annual General Meeting.
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 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 28, 2014 to July 7, 2014, 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 7, 2014 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 27, 2014 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 make payment of dividend.
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 SH.13).
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 warrant.
11. All unclaimed/unpaid dividend up to the financial year ended on March 31, 2006, have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A of the Companies Act, 1956 (corresponding Section 124 of Companies Act, 2013). Members who have not so far encashed dividend warrant(s) for the financial year ended March 31, 2007 and thereafter are requested to approach the Company by writing a letter to the Company at Registered Office address, immediately. As on March 31, 2014, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2007 is Rs.544,986/-.
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. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, directors' report, auditors' report, audited financial

NOTICE (Contd.)

statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rule, 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.

14. Electronic copy of the Notice of the 31st Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by the permitted mode.

15. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-Voting are as under:

- a. NSDL shall be sending the User ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants. For members who have not registered their email address, can use the details as provided in the e-voting instruction being sent along with the Notice.
- b. Open the internet browser and type the following URL: www.evoting.nsdl.com
- c. Click on Shareholder-Login
- d. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for the Login.

- e. If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Once the e-voting home page opens, click on e-voting: Active Voting Cycles.
- g. Select "EVEN (Electronic Voting Event Number)" of NIIT Limited.
- h. Once you enter the Cast Vote page will open. Now you are ready for e-voting.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at niitscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

General Instructions for e-voting:

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com. You can also contact NSDL via email at evoting@nsdl.co.in.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The e-voting period commences on Tuesday, July 1, 2014 (9:00 A.M. IST) and ends on Thursday, July 3, 2014 (6:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

NOTICE (Contd.)

- iv. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date i.e., May 30, 2014.
- v. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 30, 2014 and not casting their vote electronically, may only cast their vote at the 31st Annual General Meeting.
- vi. Mr. Abhinav Khosla, Chartered Accountant (Membership No. 087010) and Partner M/s. S.C.Vasudeva & Co., Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- viii. The Results shall be declared on or after the 31st Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.niit.com and on the website of NSDL within two (2) days of passing of the resolutions at the 31st Annual General Meeting of the Company on July 7, 2014 and communicated to NSE and BSE.
16. 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, 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.
17. 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.
18. Information pursuant to Clause 49 of the Listing Agreement pertaining to the Directors proposed to be re-appointed vide Item No. 3 and 8 to 13 of the Notice, is as follows:

Name	Vijay K Thadani	P Rajendran	Anand Sudarshan
Date of Birth	February 15, 1951	February 28, 1953	April 19, 1960
Date of Appointment	December 2, 1981	May 1, 1990	October 11, 2013
Qualifications	B. Tech	B. Tech	B.E (Electronics and communication Engineering)
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2013-14	Detailed in the Corporate Governance Report for the financial year 2013-14	Detailed in the Corporate Governance Report for the financial year 2013-14

NOTICE (Contd.)

Membership (M)/ Chairmanship (C) of Committees of other public companies (includes only Audit Committee (AC) and Shareholders'/Investor' Grievance Committee (SIGC))	1. NIIT Technologies Limited(SGC-M) 2. NIIT Technologies Limited(AC-M) 3. Scantech Evaluation Services Limited(AC-C) 4. NIIT Institute of Finance Banking and Insurance Training Limited(AC-M) 5. NIIT Institute of Process Excellence Limited(AC-C) 6. NIIT Yuva Jyoti Limited (AC-C)	1. Hole-in-the-Wall Education Limited (AC-M) 2. NIIT Institute of Process Excellence Limited(AC-M) 3. NIIT Yuva Jyoti Limited (AC-M)	None
Number of Equity Shares held in the Company	1,55,000	457,537	NIL
Relationship with other Directors	None	None	None

Name	Geeta Mathur	Sanjay Khosla	Surendra Singh
Date of Birth	November 21, 1966	December 1, 1951	July 21, 1937
Date of Appointment	April 1, 2014	December 21, 2002	March 20, 2001
Qualifications	Chartered Accountant	B.Tech	Masters in Mathematics
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2013-14	Detailed in the Corporate Governance Report for the financial year 2013-14	Detailed in the Corporate Governance Report for the financial year 2013-14
Directorship held in other public companies (excluding Foreign Companies)	MothersonSumi Systems Limited	None	1. NIIT Technologies Limited 2. NIIT SmartServe Limited 3. GHCL Limited
Membership (M)/ Chairmanship (C) of Committees of other public companies (includes only Audit Committee (AC) and Shareholders'/Investor' Grievance Committee (SIGC))	MothersonSumi Systems Limited (AC-M)	None	4. NIIT Technologies Limited (AC-M) 5. NIIT SmartServe Limited (AC-M)
Number of Equity Shares held in the Company	NIL	56,250	NIL
Relationship with other Directors	None	None	None

STATEMENT IN RESPECT OF SPECIAL BUSINESSES

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.5

The Members of the Company at the Annual General Meeting held on July 25, 2007 had approved the remuneration payable to the Executive Directors of the Company and the Board of Directors were authorized to revise the same within the overall limits prescribed in this regard.

The Compensation/Remuneration Committee in its meeting held on July 2, 2012 had reviewed the remuneration of the Executive Directors of the Company and recommended to maintain the remuneration for financial year 2012-13, at the same level as of financial year 2011-12.

The Compensation/Remuneration Committee in its meeting held on October 17, 2013 reviewed the remuneration of the Executive Directors for the financial year 2013-14 and after considering the current position of the Company

NOTICE (Contd.)

and prevailing market conditions, recommended that the remuneration payable to the Executive Directors in the financial year 2013-14 shall remain same as of financial year 2012-13. The Committee also approved that in case of inadequacy of profits or no profits, the Executive Directors shall be paid minimum remuneration in accordance with Section 11(1)(A) of Part II of Schedule XIII of the Companies Act, 1956 i.e. Rs. 24,00,000/- per annum per Executive Director. Accordingly, Mr. P Rajendran was paid this minimum remuneration in the financial year 2013-14.

Mr. P Rajendran is associated with the Company since inception and has contributed towards the growth of Company. The continued association of Mr. P Rajendran provides immense benefits to the Company. Further, Mr. P Rajendran is associated in his professional capacity and does not fulfill any criteria of being a Promoter as envisaged in clause 2(1)(za) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 as amended from time to time.

The Compensation/Remuneration Committee and the Board in their respective meetings held on May 21, 2014 appreciated the contributions made by Mr. P Rajendran towards the growth and recognition of the Company and considering the same, approved the payment of the entire remuneration, as approved by the Compensation/Remuneration Committee in its meeting held on July 2, 2012, the following remuneration as minimum remuneration to Mr. P Rajendran for the financial year 2013-14.

- I. Basic Salary : Rs.419,000/- per month (Grade : Rs.300,000/- to Rs.700,000/- pm)
- II. HRA : Rs. 335,200/- per month (80% of Basic Salary paid monthly)
- III. Contribution to PF: 12 % of Basic Salary
- IV. Contribution to Superannuation: 13% of Basic Salary
- V. Total of all perquisites (except gratuity): Rs. 3,100,000/- per annum
- VI. Gratuity: as per the scheme of Company

The Information as required under Section 11 of Part II of Schedule V of the Companies Act, 2013: Refer the statement in Item No. 8 & 9

The payment of remuneration to Mr. P. Rajendran as stated above is subject to the approval of the Members and Central Government and the same shall be paid after making the adjustment of remuneration already paid to him.

Except Mr. P Rajendran and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 5.

The Board recommends the resolution for your approval.

ITEM NO. 6

The Members of the Company at their Annual General Meeting held on July 9, 2010 had approved the payment of commission up to 1% per annum of the net profits of the Company to the Non-Executive Directors for a period of five years with effect from April 1, 2010.

In terms of Section 197 of the Companies Act, 2013, the remuneration payable to Non-Executive Directors cannot exceed 1% of the net profits of the Company unless approved by the Central Government.

The performance of the Company in the last two financial years has been impacted due to a variety of reasons. The slowdown in global and Indian economies has led to short-term downtrend in the education and training industry. Though NIIT's standalone results have taken the maximum impact, it is profitable at the consolidated level.

During the financial year 2013-14, the standalone profits of the Company were not adequate for payment of commission as above to Non-Executive Directors and in view of this, approval of Shareholders and the Central Government would be required to pay the commissions for the financial year 2013-14.

The Board of Directors in their meeting held on May 21, 2014 had approved the said payment of remuneration to the Non-Executive Directors of the Company.

Except the Non-Executive Directors and their relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 6.

The Board recommends the resolution for your approval.

ITEM NO. 7

Mr. Rajendra S Pawar, Chairman and co-founder of the Company, was appointed as a Whole-time Director by the Members of the Company w.e.f. December 2, 1981. Subsequently, the Members of the Company re-designated Mr. Rajendra S Pawar as the Managing Director of the Company w.e.f. from April 22, 1998 and thereafter, he was re-appointed as the Managing Director of the Company from time to time. The shareholders of the Company at their Annual General

NOTICE (Contd.)

Meeting held on July 1, 2011 had re-appointed Mr. Rajendra S Pawar as the Managing Director of the Company for a period of 5 years w.e.f. January 24, 2012 with term valid up to January 23, 2017.

In accordance with Schedule XIII of the Companies Act, 1956, the shareholders of the Company at their Annual General Meeting held on July 1, 2011 had approved the payment of remuneration approved by them as the minimum remuneration, payable in case of inadequacy of profits or no profits, for a period 3 years w.e.f. January 24, 2012. The said shareholder's approval for payment of minimum remuneration to Mr. Rajendra S Pawar in case of inadequacy of profits or no profits, shall expire on January 23, 2015.

The Companies Act, 2013 specifies the revised limits for remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy of profits or no profits and in view of expiry of the current shareholder's resolution for payment of minimum remuneration expiring on January, 2015, it is proposed to obtain a fresh shareholder's approval for payment of minimum remuneration as mentioned hereunder, to Mr. Rajendra S Pawar, from April 1, 2014 till the expiry of his term as Managing Director i.e. January 23, 2017.

The remuneration as set out below was approved by the Compensation/Remuneration Committee and the Board at their respective meetings held on May 21, 2014.

Remuneration:

Minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

Refer details given in the Item No. 8 & 9 of the statement annexed to the Notice.

II. INFORMATION ABOUT THE MANAGING DIRECTOR**1. Background details**

Mr Rajendra S Pawar is the Chairman and Co-Founder of the NIIT Group, comprising NIIT Limited, the leading Global Talent Development Corporation, and NIIT Technologies Limited, a Global IT solutions organization.

Set up in 1981, NIIT 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 NIIT into a leading Global Talent Development Corporation, offering learning solutions to Individuals, Enterprises and Institutions. Spread across 40 countries, NIIT has impacted over 35 million learners since inception.

In recognition of Mr. Pawar's contribution towards changing the IT landscape for the country, the President of India awarded him the Padma Bhushan - one of the highest civilian awards given by the Government of India - in 2011.

Mr Pawar served as a member on the Prime Minister's National Council on Skill Development (2009- 2014) and has also been a part of the PM's National Taskforce (1998), commissioned to develop India into an IT Superpower. He has been chairing the Committee on Policy Framework for Technology Based Education, Government of India.

Actively involved in India's key Chambers of Commerce, Mr Pawar has led several ICT industry fora, including NASSCOM (National Association of Software & Service Companies) as its Chairman in 2011-12, giving voice to the sector's aspirations and goals. At CII (Confederation of Indian Industries), he has also chaired the IT Committee and the Education Committee.

Mr Pawar has been an ardent advocate of leveraging technology to make education accessible to the remotest corners in the country, to educate the vast population of underserved, school-aged children. His passion led to the launch of the Hole-in-the-Wall education (HiWEL) initiative in 1999 with Dr. Sugata Mitra, Chief Scientist emeritus, NIIT. The path-breaking work done by NIIT in spreading computer literacy and improving the quality of education at grass root, through the HiWEL project has earned it the coveted-'Digital Opportunity Award' by World Information Technology Services Alliance (WITSA) in 2008.

Mr Pawar led NIIT to participate in the ambitious human capacity building project for Bhutan - ChiphenRiggel - designed to help the country transition successfully into a modern Knowledge Society. The project in its entirety is expected to provide ICT skills to over a fifth of the population of Bhutan, to help them to become confident and empowered citizens of a connected and ICT enabled world. He has also been an advisor to the Hunan province of China and a member of PIAC (Presidential International Advisory Council) of the Government of South Africa for IT.

Mr. Pawar's contributions have been widely

NOTICE (Contd.)

acknowledged by the industry and he has been conferred prestigious awards like- the 'IT man of the Year' by IT industry journal, Dataquest; 'Master Entrepreneur of the Year' by Ernst & Young in 1999 and the 'IT Gem of India' at INFOCOM 2013, India's largest IT & Telecom convention, by the ABP Group, to name a few.

Known for promoting industry-academia alliances, Mr Pawar has been working closely with the country's well-known educational institutions. He is on the Board of Governors of India's premier institutions- the Indian School of Business (ISB) Hyderabad, IIM Bangalore, member of the University Court of Delhi University, and the Scindia School.

Having revolutionized the IT Training industry, Mr Pawar is involved in shaping a new model in Higher Education, the not-for-profit NIIT University. He is currently chairing the Committee on Policy Framework for Technology Based Education, Government of India.

In recognition of his contribution towards changing the IT landscape in India, in 2011, Mr. Pawar was awarded the Padma Bhushan, one of the highest civilian awards given by the Government of India.

2. Past remuneration

2011-12	Rs. 15,155,886
2012-13	Rs. 6,139,276
2013-14	Rs. 2,643,080

3. Recognition or awards

- IT Gem of India' at INFOCOM 2013, India's largest IT & Telecom event, by the ABP Group
- Edupreneurs' par excellence Award 2013 in the special mention category by Dr. ShashiTharoor, MoS for Human Resource Development. By Engineering Watch
- Prestigious Nayudamma Award 2012, for continued contribution to the IT industry in India
- Rewarded with the Padma Bhushan award in 2011 by the President of India for revolutionizing the IT landscape in India
- HRD Excellence Award 2002 by the National HRD Network
- PHDCCI Distinguished Entrepreneurship Award 2000
- Ernst & Young Master Entrepreneur of the Year award 1999
- IT Man of the Year 1998 award instituted by IT industry journal, Dataquest
- IIT Delhi Distinguished Alumnus Award 1995

- Bank of India Award for Excellence in Management
- 'The Global India Splendor Award' on the occasion of 60th year of India's independence

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

In case of inadequacy of profits, minimum remuneration as stated hereinabove.

The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution in this regard.

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 the Mr. Rajendra S 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 their meeting held on May 21, 2014.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any

Mr. Rajendra S Pawar has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.

III. OTHER INFORMATION

Refer the statement in Item No. 8 & 9 annexed to the Notice.

The payment of remuneration to Mr. Rajendra S Pawar as stated above is subject to the approval of the Members.

Except Mr. Rajendra S Pawar and his relatives, none of the Director's and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 7.

The Board recommends the resolution for your approval.

NOTICE (Contd.)**ITEM NO. 8 & 9**

The Members of the Company had appointed Mr. Vijay K Thadani and Mr. P Rajendran as Whole-time Directors of the Company w.e.f. December 15, 1981 and May 1, 1990 respectively. As the Companies Act, 1956 does not mandate any limitation on the term of Whole-time Director, thus, there was no limit assigned to the term of Mr. Vijay K Thadani and Mr. P Rajendran as Whole-time Directors of the Company.

The Ministry of Corporate Affairs, Government of India had notified the new Companies Act, 2013 ('the Act') on August 29, 2013 and notified many of its provisions w.e.f. April 1, 2014, thereby replacing the corresponding provisions of the Companies Act, 1956.

In terms of Section 196(2) of the Act, the term of the managing director, whole-time director or manager shall not exceed five years at a time and accordingly, the Company was required to re-appoint Mr. Vijay K Thadani and Mr. P Rajendran as Whole-time Directors of the Company for a period of 5 years w.e.f. April 1, 2014.

The shareholders of the Company had approved the remuneration payable to Mr. Vijay K Thadani and Mr. P Rajendran at their Annual General Meeting held on July 25, 2007 and within the grades approved by the shareholders, the Compensation/Remuneration Committee approved the remuneration payable to Mr. Vijay K Thadani and Mr. P Rajendran at its meeting held on May 22, 2011.

The remunerations set out below was approved by the Board and Compensation/Remuneration Committee at its meeting held on May 21, 2014.

Name of the Whole-time Director	Mr. Vijay K Thadani	Mr. P Rajendran
Basic Salary	Rs. 602,000/- p.m. (In the grade of Rs. 300,000/- pm – Rs. 1,000,000 p.m.)	Rs. 419,000/- p.m. (In the grade of Rs. 300,000/- pm – Rs. 1,000,000/- p.m.)
HRA	Rs. 481,600/- p.m. (up to 80% of the Basic Salary)	Rs. 335,200/- p.m. (up to 80% of the Basic Salary)

Perquisites, Benefits and Allowances:-

In addition to the basic salary, shall 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:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund: As per the rules of the Company as applicable to the Managing Director and Whole-time Directors.
- 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, Group Term Insurance, 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/ broadband facility at residence. However, the Company shall bill him, the charges relating to personal long distance calls and charges for using the office cars and phones for private purposes.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 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

NOTICE (Contd.)

		(Rs. in Million)			
4	Financial performance based on given indicators	Particulars	FY 13-14	FY 12-13	FY 11-12
		Total	5,819.81	7080.79	7843.87
5	Foreign investments or Collaborators, if any	Revenue			
		Profit After Tax	(77.79)	11.57	962.54
		The Company has made investments in the following overseas subsidiaries:- 1. NIIT Antilles NV, Netherlands Antilles 2. NIIT USA Inc., USA 3. NIIT Limited, UK			

II. INFORMATION ABOUT THE WHOLE-TIME DIRECTORS

1. Background details

Mr. Vijay K Thadani	P. Rajendran
<p>Vijay K. Thadani is the Chief Executive Officer of NIIT Ltd, a leading Global Talent Development Corporation. As the co-founder of NIIT Group, he has built an organization that is recognised for its visionary role in bringing the benefits of Information Technology, both as a professional skill and as a learning tool, to the masses.</p> <p>Vijay led the Group's globalization efforts since 1991, taking the NIIT flag to over 40 countries. He serves on the Board of NIIT Technologies Limited, a leading SEI-CMMi Level 5 assessed IT Solutions organisation, servicing customers in the USA, Europe, Japan, Asia Pacific, and India. Vijay has been actively engaged with many Industry Associations. He served as President of the Indian IT industry association, MAIT, chaired the Indian Government's Committee on National Information Infrastructure and has been</p>	<p>P. Rajendran Chief Operating Officer and Co-founder of NIIT Ltd, is part of the core team that has developed the organisation and brought it to its present position of international standing, since its inception in 1981. He is an alumnus of Indian Institute of Technology, Delhi.</p> <p>Mr. P Rajendran leads the People & Infrastructure initiatives and the School Solutions Business at NIIT. A people-person and a believer in leveraging Information Technology for Human Resources competitiveness, he has helped NIIT emerge as one of the most exciting places to work.</p> <p>Mr. P Rajendran is actively associated with industry associations like CII and FICCI. of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China</p>

a member of the Strategy Council of Global Alliance for ICT and Development of the United Nations Department of Economic and Social Affairs (UNDESA-GAID). He served as the Chairman of the IT Committee of the Confederation of Indian Industry (CII) in USA, as the Chairman of CII National Committee on Education, India and as the Chairman of CII Northern Region for 2011- 2012.

He also served as the Chairman of the National Accreditation Board for Education and Training (NABET), under the aegis of the Quality Council of India and as the Chairman of Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad. Vijay is the co-founder of the not-for-profit, NIIT University established in 2009 with a vision of being the leading centre of innovation and learning in emerging areas of the Knowledge Society. He is also a member of the India Advisory Board of the Maastricht University, Netherlands, India Advisory Board of Project Management Institute (PMI), USA and the Governing Council of All India Management Association (AIMA). A 'Distinguished Alumnus' of the premier Indian Institute of Technology, Delhi, Vijay was honored with the position

NOTICE (Contd.)**2. Past remuneration**

	Mr. Vijay K Thadani	Mr. P Rajendran
2011-12	Rs. 30,801,334	Rs. 22,664,363
2012-13	Rs. 9,699,578	Rs. 6,305,871
2013-14	Rs. 2,686,005	Rs. 2,730,605

3. Recognition or awards

Mr. Vijay K Thadani	Mr. P Rajendran
Bank of India Award for Excellence in Management 1999 -IIT Delhi Distinguished Alumnus award 1999	Under his leadership, the Company has received many awards in recognition of its innovative HR practices, including Aon Hewitt's Best Employers in India-2011, Best Education Company to Work with' at Indian Education Awards 2011 and '4th Best Company to work for in India' by Great India to Work Institute 2013-14

4. Job profile and his suitability

Mr. Vijay K Thadani	Mr. P Rajendran
Mr. Vijay K Thadani being the Chief Executive Officer and Whole time Director of the Company is responsible for leading NIIT's strategic alliance initiative, the technology partnership initiative and leveraging growth opportunities in addition to overseeing the finance legal and secretarial, investor relations functions and Global Learning Business	Mr. P Rajendran being the Chief Operating Officer and Whole-time Director of the Company assists the CEO in the management of operations of the Company and in addition, he leads the corporate teams engaged in Human Resources, Commercial Services and the School Learning Solutions Business.

5. Remuneration proposed

As per the details given in the Item No. 8 & 9 of the statement annexed to the Notice.

The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of

the Companies Act, 2013 and hence it is proposed to pass the special resolutions in this regard.

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 the Whole-time Directors 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 their meeting held on May 21, 2014.

7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any

The Whole-time Directors have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:The performance of the Company in the last two financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the education industry. NIIT being the market leader, has been most affected by it. With its foresight and years of experience in this sphere, NIIT has still been able to remain profitable at the consolidated level. However, the standalone profits have been impacted negatively.

2. Steps taken or proposed to be taken for improvement:

The Company will remain committed to generating superior returns for its stakeholders. NIIT would continue to drive growth through asset light business models and release cash by exiting capital intensive business models.

3. Expected increase in productivity and profits in measurable terms:

NIIT's margins are low in the financial year 2013-14 due to adverse impact of operating leverage in ILS business. As demand for IT training picks up, the margins and profits would improve. NIIT's operating margin for financial year 2013-14 is 7% which grew 108 basis points compared to the previous year. The positive trend is expected to continue.

NOTICE (Contd.)

The payment of remuneration to Whole-time Directors as stated above is subject to the approval of the Members.

Except Mr. Vijay K Thadani & Mr. P Rajendran and their relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 8 & 9.

The Board recommends the resolution for your approval.

ITEM NO. 10

Mr. Anand Sudarshan was appointed as an Additional Director of the Company w.e.f. October 11, 2013 and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 61 of the Articles of Association of the Company, he shall hold office of the Director, as such, up to the date of ensuing Annual General Meeting. The Company has received a notice in writing from a Member of the Company along with a deposit of Rs.1,00,000 proposing the candidature of Mr. Anand Sudarshan under the provisions of Section 160 of the Companies Act, 2013.

The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise of Mr. Anand Sudarshan. Accordingly, the Board recommends his appointment as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not being liable to retire by rotation.

Further, in the opinion of the Board, Mr. Anand Sudarshan fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Anand Sudarshan as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours from Monday to Friday.

Except Mr. Anand Sudarshan and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 10. The Board recommends the resolution for your approval.

ITEM No. 11

Ms. Geeta Mathur was appointed as an Additional Director of the Company w.e.f. April 1, 2014 and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 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 ensuing Annual General Meeting. The Company has received a notice in writing from a Member of the Company along with a deposit of Rs. 1,00,000 proposing the candidature of Ms. Geeta Mathur under the provisions of Section 160 of the Companies Act, 2013.

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. Geeta Mathur. Accordingly, the Board recommends her appointment as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not being liable to retire by rotation.

Further, in the opinion of the Board, Ms. Geeta Mathur fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Geeta Mathur as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours from Monday to Friday.

Except Ms. Geeta Mathur and her relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 11. The Board recommends the resolution for your approval.

ITEM No. 12

Mr. Sanjay Khosla retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Khosla being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years upto March 31, 2019. A notice has been received from a member proposing Mr. Sanjay Khosla as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sanjay Khosla fulfills the conditions specified in the Companies Act, 2013

NOTICE (Contd.)

and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Sanjay Khosla as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours from Monday to Friday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sanjay Khosla as an Independent Director.

Accordingly, the Board recommends the appointment Mr. Sanjay Khosla as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not being liable to retire by rotation.

Except Mr. Sanjay Khosla and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 12. The Board recommends the resolution for your approval.

ITEM No. 13

Mr. Surendra Singh is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Surendra Singh being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years upto March 31, 2019. A notice has been received from a member proposing Mr. Surendra Singh as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Surendra Singh fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Surendra Singh as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours from Monday to Friday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Surendra Singh as an Independent Director.

Accordingly, the Board recommends the appointment Mr. Surendra Singh as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2019, not being liable to retire by rotation.

Except Mr. Surendra Singh and his relatives, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 13. The Board recommends the resolution for your approval.

By Order of the Board
For NIIT Limited

Place : New Delhi
Date : May 21, 2014

Rajesh Arora
Company Secretary
Membership No. – FCS 4081

NIIT Limited

CIN: L74899DL1981PLC015865

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

31st Annual General Meeting – July 7, 2014

Name of the Member(s):

Registered Address:

Email:

DP ID:

Folio No. / Client ID No.:

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name: _____ Address: _____
E-mail Id: _____

Signature: _____

or falling him/her

2) Name: _____ Address: _____
E-mail Id: _____

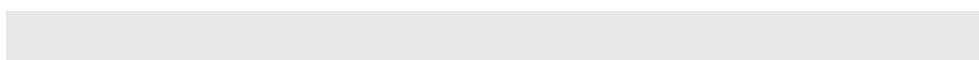
Signature: _____

or falling him/her

3) Name: _____ Address: _____
E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Monday, 7th July, 2014 at 10.00 A.M. IST, at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 and at any adjournment thereof in respect of such resolutions as are indicated below:



NIIT Limited

CIN: L74899DL1981PLC015865

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019

NIIT

Proxy Form Cont...

Resolution Number	Resolution	Vote (Optional see Note 3) (Please mention number of shares)		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014			
2	To declare dividend on equity shares.			
3	To appoint a Director in place of Mr. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment.			
4	To appoint M/s Price Waterhouse, Chartered Accountants, (Firm Registration Number FRN301112E), as Statutory Auditors of the Company.			
Special Business				
5	Payment of Remuneration to Mr. P Rajendran, COO & Whole-Time Director for financial year 2013-14			
6	Payment of Commission to Non-Executive Directors of the Company			
7	Payment of Minimum Remuneration to Mr. Rajendra S Pawar, Chairman and Managing Director of the Company			
8	Re-Appointment of Mr. Vijay K Thadani as CEO & Whole-Time Director of the Company			
9	Re-Appointment of Mr. P Rajendran as COO & Whole-Time Director of the Company			
10	Appointment of Mr. Anand Sudarshan, as Independent Director of the Company			
11	Appointment of Ms. Geeta Mathur, as Independent Director of the Company			
12	Appointment of Mr. Sanjay Khosla, as an Independent Director of the Company			
13	Appointment of Mr. Surendra Singh, as an Independent Director of the Company			

Signed this _____ day of _____ 2014

Signature of Member _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp not less than Rs.0.15

Note:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. A proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. For the resolutions, explanatory statements and notes, please refer Notice of the 31st Annual General Meeting.

