

NOTICE

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of the Members of NIIT Limited will be held on Tuesday, 8th day of September, 2015, 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

- To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Auditors and the Directors thereon.
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the Report of the Auditors thereon.
- To appoint a Director in place of Mr. P Rajendran (DIN: 00042531), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration and in this regard 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 139(2), 142(1) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as amended from time to time, the appointment of M/s Price Waterhouse, Chartered Accountants, (FRN301112E), be and is hereby ratified as Statutory Auditors of Company to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company at such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

4. APPROVAL FOR ALTERATION IN AUTHORISED SHARE CAPITAL 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 the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014, as amended from

time to time and subject to such sanctions, consents, permissions as may be necessary, the consent of the members of the Company be and is hereby accorded for consolidation of 15,00,00,000 Equity Shares of Rs. 1/- each comprised in the Authorized Share Capital of the Company into 7,50,00,000 Equity Shares of Rs. 2/- each and to sub-divide 1,36,00,000 Equity Shares of Rs. 10/- each comprised in the Authorized Share Capital of the Company into 6,80,00,000 Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be substituted by the following clause:

"V. The Authorized Share Capital of the Company is Rs. 1,38,60,00,000/- (Rupees One hundred thirty eight crore and sixty lakh only) divided into 39,30,00,000 (Thirty nine crore and Thirty lakh) Equity Shares of Rs. 2/- each and 35,00,00,000 (Thirty five crore) 8.5% cumulative redeemable preference shares of Rs. 1/- each and 25,00,000 (Twenty five lakh) redeemable preference shares of Rs. 100/- each with the rights, privileges and conditions attaching thereto as provided by the requisitions of the Company for the time being with power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes to attach thereto or in accordance with the Articles of the Company for the time being in force, and to modify, enlarge or abrogate any such right, privilege or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution."

5. RATIFICATION OF REMUNERATION OF COST AUDITOR

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification

NIIT Limited

CIN No. L65993DL1992PLC048753

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

Phone: 91 (11) 41675000; Fax: 91 (11) 41407120

Website: <http://www.niit.com> E-mail: investors@niit.com

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NOTICE (Contd.)

or re-enactment thereof, the remuneration of Rs. 2,50,000/- plus service tax and out of pocket expenses, payable to Ramanath Iyer & Co., Cost Accountants appointed as Cost Auditors of the Company for the financial year 2014-15 by the Board of Directors of the Company be and is hereby ratified.

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

6. APPOINTMENT OF MR. VIJAY K THADANI AS MANAGING 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 in partial modification of the resolution passed by the members at the 31st Annual General Meeting held on July 7, 2014, Mr. Vijay K Thadani, Director who was earlier designated as CEO & Whole-time Director of the Company be and is hereby appointed as Managing Director of the Company with effect from April 1, 2015 on the same terms and conditions including remuneration, as approved earlier by the members.

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

By Order of the Board
For **NIIT Limited**

Place : New Delhi

Date : July 17, 2015

Mukesh Kumar

Company Secretary

Membership No. – ACS 17925

NOTES:

1. A 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 Annual General 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, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF**

THE COMPANY AT 8, BALAJI ESTATE, FIRST FLOOR, GURU RAVI DAS MARG, KALKAJI, NEW DELHI – 110019, EITHER IN PERSON OR THROUGH POST NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. 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. A MEMBER HOLDING MORE THAN TEN PERCENT 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.

A proxy form which does not state the name of proxy and/or which are undated, unstamped or inadequately stamped or upon which the stamps have not been cancelled shall not be considered as valid.

Proxy-holder shall carry his/her identity proof (Driving License, Voter ID Card, Passport, PAN card) in order to prove his/her identity at the Annual General Meeting.

In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.

A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.

3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. All the documents referred in the Notice, Annual Report including Annual Financial Statements 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 applicable SEBI Guidelines and Regulations and in accordance with resolutions passed by the Members, will be available at the meeting for inspection by the Members.

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6. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from August 31, 2015 to September 8, 2015, both days inclusive.
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 to their depository participant(s).
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. All unclaimed/unpaid dividend up to the financial year ended on March 31, 2007, 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, 2008 and thereafter are requested to approach the Company by writing a letter to the Company at Registered Office address, immediately. As on March 31, 2015, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2008 is Rs. 9,09,083.50.
11. The Members desirous of obtaining any information/clarification concerning the financial statements 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. 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 statements and other documents through electronic mode. Further, pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 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.
13. Electronic copy of the Notice of the 32nd 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 e-mail 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 e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode.
14. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. In terms of Clause 35B of the Listing Agreement, in order to enable its members who do not have access to e-voting facility, a Ballot Form is annexed to the Notice to send their assent or dissent in writing in respect of the resolutions as set forth in the notice. A member who is not able to attend the AGM and desiring to exercise vote by ballot shall complete the said Ballot Form with assent (For) or dissent (Against), as per the instructions mentioned in the Ballot Form and send it to the Scrutinizer at the address mentioned on the self-addressed pre-paid postage business reply envelope. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting or by ballot paper prior to the AGM, shall be able to exercise their right at the meeting through ballot paper.

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- III. The members who have cast their vote by remote e-voting or by ballot paper prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 5th September, 2015 (9:00 am) and ends on 7th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- V. The process and manner for remote e-voting are as under:
- (i) NSDL shall be sending the User ID and Password, to those members whose shareholding is in the dematerialized format and whose e-mail addresses are registered with the Company/Depository Participants. For members who have not registered their e-mail address, can use the details as provided in the e-voting instruction being sent along with the Notice.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder –Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "NIIT LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to officenns14@gmail.com with a copy marked to evoting@nsdl.co.in
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@niit.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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CIN No. L65993DL1992PLC048753

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XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Nityanand Singh, Company Secretary (Membership No. FCS 2668) from M/s. Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility or through ballot paper enclosed herewith.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight (48) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results of the voting shall be displayed on the Notice Board of the company at its Registered office as well as Corporate office.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.niit.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to NSE and BSE.

15. 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.

16. Information pursuant to Clause 49 of the Listing Agreement pertaining to the Director proposed to be re-appointed vide Item No. 2 of the Notice, is as follows:

Name	P Rajendran
Date of Birth	February 28, 1953
Date of Appointment	May 1, 1990
Qualifications	B. Tech
Expertise in specific functional area	Detailed in the Corporate Governance Report for the financial year 2014-15
Directorship held in other companies	1. Mindchampion Learning Systems Limited (formerly known as Hole-in-the-Wall Education Limited) 2. NIIT Network Services Limited 3. NIIT Institute of Finance Banking and Insurance Training Limited 4. NIIT Institute of Process Excellence Limited 5. NIIT Yuva Jyoti Limited 6. Pace Education Private Limited 7. IT Infrastructure Development Corporation Private Limited 8. NIIT Education Services
Membership (M)/ Chairmanship (C) of Committees of other companies (includes only Audit Committee (AC) and Stakeholders Relationship Committee (SRC))	1. Mindchampion Learning Systems Limited (formerly known as Hole-in-the-Wall Education Limited) – Chairman-Audit Committee
Number of Equity Shares held in the Company	457,537
Relationship with other Directors	None

STATEMENT IN RESPECT OF SPECIAL BUSINESSES (Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.4

The present Authorized Share Capital of the Company is Rs. 1,38,60,00,000/- (Rupees One hundred thirty eight crore and sixty lakh only) divided into 15,00,00,000 (Fifteen crore) Equity Shares of Rs. 1/- each, 25,00,00,000 (Twenty five crore) Equity Shares of Rs. 2/- each, 1,36,00,000 (One crore thirty six lakh)

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Equity Shares of Rs. 10/- each and 35,00,00,000 (Thirty five crore) 8.5% cumulative redeemable preference shares of Rs. 1/- each and 25,00,000 (Twenty five lakh) redeemable preference shares of Rs. 100/- each.

With a view to enable issue of shares by the Company, as and when deemed expedient, it is proposed to rearrange the Authorized Share Capital of the Company in a manner such that the Equity Shares comprised in the Authorized Share Capital of the Company are of the same face value. Accordingly, it is proposed to consolidate 15,00,00,000 Equity Shares of Rs. 1/- each into 7,50,00,000 Equity Shares of Rs. 2/- each and to sub-divide 1,36,00,000 Equity Shares of Rs. 10/- each into 6,80,00,000 Equity Shares of Rs. 2/- each and to suitably amend the Memorandum of Association of the Company.

In accordance with the provisions of Sections 13 and 61 of the Companies Act, 2013 read with the relevant rules made thereunder, alteration of the existing Authorized Share Capital of the Company requires consent of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out at Item no. 4, except to the extent of their shareholding in the Company.

The Board recommends the resolution for your approval.

ITEM NO.5

The Board at its meeting held on March 26, 2015, on the recommendation of the Audit Committee, has appointed Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2014-15 at a remuneration of Rs. 2,50,000/- plus service tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies

(Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the cost auditor is required to be ratified by the shareholders of the Company.

None of the Director's and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial 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 31st Annual General Meeting of the Company held on July 7, 2014 had appointed Mr. Vijay K Thadani as CEO & Wholtime Director of the Company, for a period of 5 years with effect from April 1, 2014.

The Board of Directors of the Company at its meeting held on October 6, 2014, approved certain changes in the roles of the Directors of the Company, in accordance with the succession planning process of the Company, whereby Mr. Vijay K Thadani, has been appointed as Managing Director of the Company, with effect from April 1, 2015 for the remaining period of his tenure.

The terms and conditions of his appointment including remuneration as approved by the Members at the 31st Annual General Meeting remain the same.

Except Mr. Vijay K Thadani and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out at Item no. 6.

The Board recommends the resolution for your approval.

By Order of the Board
For NIIT Limited

Place : New Delhi
Date : July 17, 2015

Mukesh Kumar
Company Secretary
Membership No. – ACS 17925

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]

32nd Annual General Meeting – September 8, 2015

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 failing him/her

2) Name: _____ Address: _____

_____ E-mail Id: _____

Signature: _____

or failing 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 32nd Annual General Meeting of the Company, to be held on Tuesday, September 8, 2015 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

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Proxy Form Cont...

Resolution Number	Resolution	Vote (Optional see Note 2)		
		No. of shares	For	Against
Ordinary Business				
1	Adoption of : (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon			
2	Appoint a Director in place of Mr. P Rajendran (DIN: 00042531), who retires by rotation and being eligible, offers himself for re-appointment			
3	Ratify the appointment of M/s Price Waterhouse, Chartered Accountants, (Firm Registration Number FRN301112E), as Statutory Auditors of the Company.			
Special Business				
4	Approval for Alteration in Authorized Share Capital of the Company			
5	Ratification of remuneration of Cost Auditor			
6	Appointment of Mr. Vijay K Thadani as Managing Director of the Company			

Signed this _____ day of _____ 2015

Signature of Member _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp not less than Rs.0.15

Notes:

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, either in person or through post, not later than 48 hours before the commencement of the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. A proxy need not be a member of the Company. 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.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. In case, both the member and proxy attend the meeting, the proxy shall automatically stand revoked.
5. A proxy form which does not state the name of proxy and/or which are undated, unstamped or inadequately stamped or upon which the stamps have not been cancelled shall not be considered as valid.
6. Proxy-holder shall carry his/her identity proof (Driving License, Voter ID Card, Passport, PAN card) in order to prove his/her identity at the Annual General Meeting.
7. In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.
8. A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
9. For the resolutions, statement pursuant to Section 102 of the Companies Act, 2013 and notes, please refer Notice of the 32nd Annual General Meeting.

NIIT Limited

CIN: L74899DL1981PLC015865

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

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ATTENDANCE SLIP

32nd Annual General Meeting – September 8, 2015

DP ID:

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Folio No. / Client ID No.:

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No. of Shares held:

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I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 32nd Annual General Meeting of the Company held on Tuesday, September 8, 2015 at 10.00 A.M. IST. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110 074

Name of the Member : _____

Name of the Proxy : _____

Signature : _____

Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report for reference at the meeting.

Form No. MGT-12**Ballot/Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

S No.	Particulars	Details
1	Name of the First Named Shareholder (IN BLOCK LETTERS)	
2	Postal address	
3	Registered Folio No. / *DP ID Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity share of Rs.2/- each

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of shares held	I assent to the resolution ("For")	I dissent from the resolution ("Against")
Ordinary Business				
1	Adoption of: (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon			
2	Appoint a Director in place of Mr. P Rajendran (DIN: 00042531), who retires by rotation and being eligible, offers himself for re-appointment			
3	Ratify the appointment of M/s Price Waterhouse, Chartered Accountants, (Firm Registration Number FRN301112E), as Statutory Auditors of the Company.			
Special Business				
4	Approval for Alteration in Authorized Share Capital of the Company			
5	Ratification of remuneration of Cost Auditor			
6	Appointment of Mr. Vijay K Thadani as Managing Director of the Company			

Place:

Date:

(Signature of the shareholder/proxy holder)

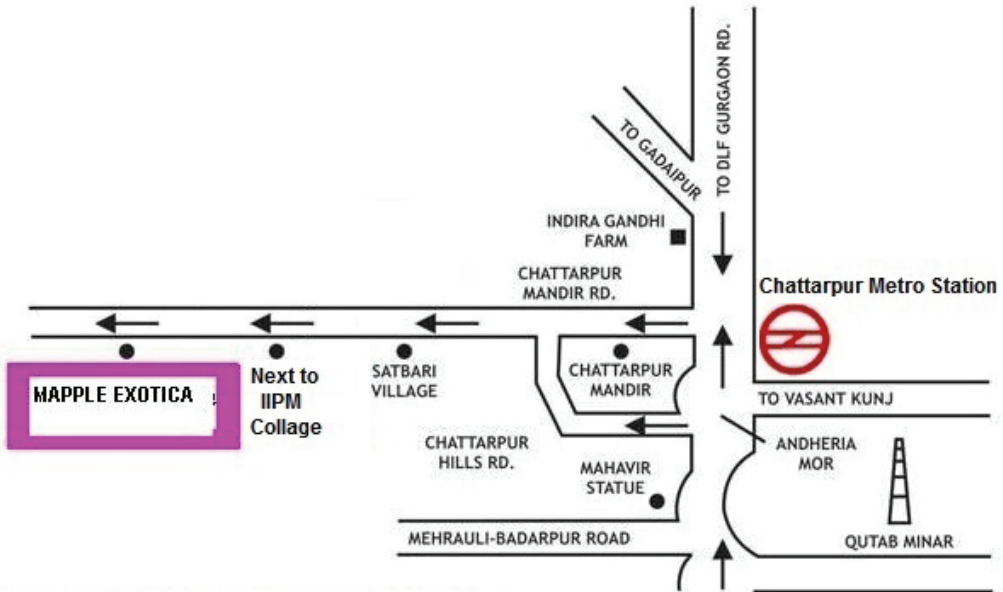
Notes:

- Signature of shareholder/proxy holder should be as per specimen registered/recorded with the Company/Depository.
- Any cutting/overwriting on this Polling Paper should be signed by the shareholder/Proxy holder.

INSTRUCTIONS

1. Shareholder(s) desiring to exercise vote by Ballot, should complete the Ballot Form and sent it to the Scrutinizer at the address mentioned on the self-addressed pre-paid postage business reply envelope. Postage will be borne and paid by the Company. Envelope containing the Ballot Form, if deposited in person or sent by courier at the expenses of the Shareholder(s) will also be accepted.
2. The Ballot Form should be completed and signed by the Shareholder, as per the specimen signature registered with the Company or the Depository Participant(s), as the case may be. In case of joint holding, the form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. In case Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Shareholder shall be annexed to the Ballot Form.
3. There will be only one Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. In the case of shares held by companies, trusts, societies etc., the duly completed Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter together with the specimen signatures of the duly authorized signatory(ies).
5. A tick mark (✓) should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Ballot form. The assent / dissent received in any other form shall not be considered valid. Ballot Form bearing (✓)mark in both the columns will render the form invalid.
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 P.M. (IST) on September 7, 2015. Ballot Form received after this date and time, will be strictly treated as if the reply from such Shareholder(s) has not been received.
8. Shareholders are requested to complete the Ballot Form in in delible ink. [avoid completing it by using erasable writing medium(s) like pencil].
9. The Ballot shall not be exercised by a Proxy.
10. Shareholders are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. Kindly note that the Shareholders can opt for only one mode of voting, i.e. either by Ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by Ballot also and vice versa. However, in case Shareholders cast their vote through e-voting facility as well as send physical Ballot Form, then voting through e-voting shall prevail and voting done by physical Ballot shall be treated as invalid.
12. The Scrutinizers' decision on the validity of a Ballot Form and other related matters will be final.
13. These instructions shall not be apply to the shareholders who opts for voting at the Annual General Meeting through Ballot.

Location Map



Chattarpur Mandir to Mapple Exotica Around 4Km