

NOTICE

Notice is hereby given that 34th Annual General Meeting (“AGM”) of the Members of NIIT Limited will be held on Friday, 22nd day of September, 2017, at 10.00 A.M. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 together with the Report of the Auditors thereon.
2. To appoint Mr. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.
3. To appoint Statutory Auditors 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s S R Batliboi & Associates LLP, Chartered Accounts, FRN 101049W/E300004, be and are hereby appointed as Statutory Auditors of the Company, for a term of 5 (five) consecutive years to hold office from the conclusion of this 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM, subject to ratification of their appointment by Members at every AGM, at such remuneration as may be decided by the Board of Directors of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/ Official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in

order to give effect to the above resolution and for matters connected therewith or incidental thereto.”

SPECIAL BUSINESS

4. **To ratify the remuneration of Cost Auditors for the financial year 2016-17 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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 286,225/- (excluding) service tax and out of pocket expenses (if any) payable to Ramanath Iyer & Co., Cost Accountants, appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2016-17, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/ Official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto.”

5. **To approve the payment of remuneration to Mr. Vijay K Thadani, Vice-Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT in continuation to the Special Resolution passed by the Members of the Company at the Annual General Meeting held on July 7, 2014, pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other necessary approval(s), consent(s) or permission(s) (including any Central Government approval) as may be required and applicable to the Company for any financial year, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vijay K Thadani (DIN : 00042527), Vice Chairman & Managing Director

NOTICE (Contd.)

upto the statutory limits specified in Schedule V of the Companies Act 2013 (as amended/ modified from time to time and for the time being in force) as minimum remuneration, in the event of inadequacy of profits or no profits in the Company in any financial year, during the remaining period of his tenure i.e., April 1, 2017 till March 31, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/ Official authorized by the Board of Directors for this purpose) be and is hereby authorized to finalize the remuneration to be paid to Mr. Vijay K Thadani Vice-Chairman & Managing Director, upto the maximum limit of Schedule V, as applicable to the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/ Official authorized by the Board of Directors for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

6. **To approve the payment of remuneration to Mr. P Rajendran, Joint Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"**RESOLVED THAT** in continuation to the Special Resolution passed by the Members of the Company at the Annual General Meeting held on July 7, 2014, pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other necessary approval(s), consent(s) or permission(s) (including any Central Government approval) as may be required and applicable to the Company for any financial year, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. P Rajendran (DIN : 00042531), Joint Managing Director upto the statutory limits specified in Schedule V of the Companies Act 2013 (as amended/ modified from time to time and for the time being in force) as minimum remuneration, in the event of inadequacy of profits or no profits in the Company in any financial year, during the remaining period of his tenure i.e., April 1, 2017 till March 31, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/ Official authorized by the Board of Directors for this purpose) be and is hereby authorized to finalize the remuneration to be paid to Mr. P Rajendran, Joint Managing Director upto the maximum limit of Schedule V, as applicable to the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/ Official authorized by the Board of Directors for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

7. **To approve the payment of commission to Non-Executive Directors of the Company and in this regard 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, 198 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to pay to Directors (other than Managing / Whole-time Directors of the Company) for a period of five financial years commencing from April 1, 2017, such Commission as may be determined by the Board of Directors or its authorized Committee from time to time. However, such Commission shall not exceed the ceiling as prescribed under Section 197 of the Companies Act, 2013 i.e., 1% (one percent) per annum of the net profits of the Company as computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/ Official authorized for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

NOTICE (Contd.)

8. To approve re-classification of "AKM Systems Private Limited" from the category of 'Promoter/ Promoter Group Shareholder' to 'Public Shareholder' 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 applicable provisions, if any, under the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such necessary approval(s), consent(s), permission(s) (including any from Stock Exchanges/ SEBI) as may be required and applicable to the Company and according to the provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded and granted for re-classification of M/s AKM Systems Private Limited" from the category of "Promoter/ Promoter Group Shareholder" to "Public Shareholder" of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee/ Official authorized by the Board of Directors for this purpose) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto."

By Order of the Board
For NIIT Limited

Deepak Bansal

Company Secretary

Place: Gurugram

Date: May 17, 2017

Membership No. ACS 11579

NOTES:

1. A Statement pursuant to section 102 (1) of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at Annual General Meeting ("AGM") is annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. IN ORDER TO BE EFFECTIVE, PROXY FORM

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 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, 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.

The proxy form(s) which does not state the name of proxy or is 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, Aadhaar Card, Voter ID Card, Passport, PAN Card) in order to prove his/her identity at the AGM.

In case the AGM 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 authorized representatives to attend the AGM are requested to send a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the AGM, together with the specimen signature of the authorized representative(s).
4. All the documents referred in the Notice, Annual Report including Financial Statements of the subsidiary companies and Register of Contracts, Register of Directors' Shareholding shall be available for inspection by the Members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) between 10:00 a.m. to 1:00 p.m., up to the date of the Meeting. The aforesaid documents will also be available for inspection by Members at the AGM.

NOTICE (Contd.)

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 AGM for inspection by the Members.
6. In terms of Section 152 of the Act, Mr. Vijay K Thadani, Director of the Company, who retires by rotation at the Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
7. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of S R Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W/E300004) as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018. S R Batliboi & Associates LLP, Chartered Accountants have consented and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.
8. Members holding shares in physical form may write to the Company for any change in their address and bank mandate and Members holding shares in electronic form may inform any change in address and bank mandate to their Depository Participant (DP).
9. Members who have not registered / updated their e-mail addresses with the Registrar, if shares are held in physical mode or with their DP, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars etc., electronically.
10. 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.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN card copy (duly attested) to their DP with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN card copy (duly attested) to the Company or its Registrar.
12. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company. A downloadable version of the nomination form (SH-13) is available under Investor Relations section on the Company's website: www.niit.com. Members holding shares in electronic mode may contact their respective DP for availing the nomination facility.
13. All unclaimed/unpaid dividend up to the financial year ended on March 31, 2009, have been transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government pursuant to Section 205A of the Companies Act, 1956 (corresponding Section 124 of Companies Act, 2013). The details of unpaid and unclaimed dividend amounts is available on the website of the Company and the same can be accessed through the link: <http://www.niit.com/india/training/investors/Pages/investor-information.aspx>. Members who have not encashed the dividend so far in respect of financial years from 2009-10 to 2016-17 are requested to write to the Registrar who shall arrange to send the unclaimed dividend amount. As on March 31, 2017, the amount outstanding in unclaimed dividend account for financial year ended March 31, 2010 is Rs. 1,270,736.60.
14. Attention of the Members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for

NOTICE (Contd.)

transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the Members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://www.niit.com> to ascertain details of shares liable for transfer in the name of IEPF Authority.

15. 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 AGM, so that the information required may be made available at the AGM.
16. Pursuant to the provisions of the Act read with the rules framed thereunder, the Company may send Notice of General Meeting, Directors' Report, Auditors' Report, Financial Statement 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 at least once in a financial year to the Members to register their e-mail addresses and changes therein. In view of the same, Members are requested to kindly update their e-mail addresses with DP in case they hold shares in demat form. If shares are held in physical form, Members are requested to inform their e-mail addresses to the Company.
17. Electronic copy of the Notice of the 34th AGM 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 addresses are registered with the Company/DP for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
18. Voting through electronic means :
 - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide facility to their Members to exercise their right to vote on

resolutions proposed to be considered at the Annual General Meeting by electronic means, to 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").

The Members attending the AGM, who have not already cast their votes by remote e-voting, will be able to vote on the resolutions at the AGM through ballot paper.

- II. The remote e-voting period commences on September 19, 2017 (9:00 A.M.) and ends on September 21, 2017 (5:00 P.M.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15, 2017, 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 will 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.
- III. 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 Participant(s). For Members who have not registered their e-mail addresses, 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 the Member's choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.

NOTICE (Contd.)

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "NIIT LIMITED".
 - (viii) Now the system is ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast the 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 a Member has voted on the resolution, modification of the vote is not permitted.
 - (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 officenns@gmail.com with a copy marked to evoting@nsdl.co.in
- IV. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- V. If Members are already registered with NSDL for remote e-voting then Members can use their existing User ID and Password/PIN for casting their vote.
- VI. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- VII. 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 September 15, 2017.
- VIII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 15, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@niit.com.
- IX. However, if Members are already registered with NSDL for remote e-voting then they can use their existing user ID and password for casting their vote. If Members have forgot their password, then can reset their password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.
- X. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. 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.
- XII. Mr. Nityanand Singh, Company Secretary (Membership No. FCS 2668) of 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.
- XIII. After close of discussion on the resolutions on which voting is to be held, the Chairman shall 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.
- XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, 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 provide, 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 results 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.

NOTICE (Contd.)

XIV. The Results declared along with the report of the Scrutinizer shall be displayed 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 National Stock Exchange of India and BSE Limited.

19. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES TO 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.

20. Details of Director(s) retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name	Vijay K Thadani
Age	66 years
Date of first appointment on the Board	December 02, 1981
Qualifications	B. Tech
Expertise in specific functional area	As the Vice-Chairman & Managing Director of the Company, Mr. Thadani provides strategic direction and oversight to the Chief Executives and Heads of the Company's global businesses. His responsibilities include leading the Company's Strategic Alliance and Technology partnership initiatives and in addition to oversee the Finance, Investor Relations and Corporate Communications functions. He also serves as the Chairman, Board of Directors of NIIT Institute of Finance Banking and Insurance Training Limited and NIIT Yuva Jyoti Limited.
Number of Equity Shares held in the Company	158,527 Equity Shares*
Relationship with other Directors/ Manager/ KMP	Nil

No. of Board Meetings attended during the year	Held 7(seven), attended 7(seven)
Directorship of other Boards as on March 31, 2017	<ul style="list-style-type: none"> • NIIT Technologies Limited (Listed Company) • NIIT Institute of Finance Banking and Insurance Training Limited • NIIT Institute of Process Excellence Limited • NIIT Yuva Jyoti Limited • Mindchampion Learning Systems Limited • Global Solutions Private Limited • TCNS Clothing Co. Private Limited • NIIT USA Inc, USA • NIIT Learning Solutions (Canada) Limited • NIIT Technologies Inc, USA
Membership/ Chairmanship of Committees of other Board as on March 31, 2017	<ul style="list-style-type: none"> • NIIT Technologies Limited (Listed Company): <ul style="list-style-type: none"> - Member, Stakeholders Relationship Committee - Member, Audit Committee • NIIT Yuva Jyoti Limited : <ul style="list-style-type: none"> Member, Audit Committee • MindChampion Learning Systems Limited: <ul style="list-style-type: none"> Member, Audit Committee

*Including 155000 equity shares with spouse as first holder, 1000 equity shares as second holder with spouse and 2527 equity shares as Karta of HUF.

STATEMENT IN RESPECT OF SPECIAL BUSINESS (Pursuant to Section 102 of the Companies Act, 2013) ITEM NO.4

The Board had, at its Meeting held on July 26, 2016, on the recommendation of the Audit Committee, appointed Ramanath Iyer & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2016-17 at a remuneration of Rs. 286,225/- plus service tax and reimbursement of out of pocket expenses (if any).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ended March 31, 2017 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnels of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

NOTICE (Contd.)

The Board recommends the Ordinary Resolutions for approval of the Members, as set out at item no. 4 of this Notice.

ITEM NO. 5 & 6

In compliance of applicable provisions of the Companies Act, 2013 and Schedule and Rules thereto, the Members of the Company at their Annual General Meeting held on July 7, 2014, by passing the special resolution, had approved the remuneration payable by the Company to Mr. Vijay K Thadani, Vice Chairman & Managing Director and Mr. P. Rajendran, Joint Managing Director (Whole-time Directors) for a period of 5 years i.e. from April 1, 2014 up to March 31, 2019 alongwith remuneration payable by the Company to each of them as per Schedule V of the Companies Act 2013 in case of inadequacy of profits or no profits (minimum remuneration) in any financial year, for a period 3 years i.e. from April 1, 2014 up to March 31, 2017.

The Company, in terms of aforesaid special resolution, has been paying minimum remuneration to the Whole-time Directors up to permissible limit applicable to the Company as per Schedule V of the Companies Act 2013 during the last three financial years, due to inadequate profits or no profits on stand-alone financials basis.

In the case of inadequacy of profits or no profits in the Company in any financial year, the Company intends to pay remuneration upto such amount as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (as amended/modified from time to time, for the time being in force) to each Whole-time Director, for their remaining period of tenure i.e. April 1, 2017 till March 31, 2019. Hence, it is proposed to obtain approval of Members by passing of Special Resolution. Nomination and Remuneration Committee and Board of Directors of the Company, had approved the aforesaid proposed remuneration at their meetings held on May 16, 2017 and May 17, 2017, respectively and recommended this to the Members for approval by passing Special Resolution.

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																										
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																										
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars</th> <th colspan="3">(In Rs. Million)</th> </tr> <tr> <th>Financial year</th> <th>2016-17</th> <th>2015-16</th> <th>2014-15</th> </tr> </thead> <tbody> <tr> <td>Total</td> <td>4,088.20</td> <td>4,218.66</td> <td>3,854.68</td> </tr> <tr> <td>Revenue</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Profit/(loss) Before Tax</td> <td>(44.95)</td> <td>6.64</td> <td>(1,126.63)</td> </tr> <tr> <td>Profit/(loss) After Tax</td> <td>(50.70)</td> <td>1.09</td> <td>(1,160.96)</td> </tr> </tbody> </table>			Particulars	(In Rs. Million)			Financial year	2016-17	2015-16	2014-15	Total	4,088.20	4,218.66	3,854.68	Revenue				Profit/(loss) Before Tax	(44.95)	6.64	(1,126.63)	Profit/(loss) After Tax	(50.70)	1.09	(1,160.96)
Particulars	(In Rs. Million)																											
Financial year	2016-17	2015-16	2014-15																									
Total	4,088.20	4,218.66	3,854.68																									
Revenue																												
Profit/(loss) Before Tax	(44.95)	6.64	(1,126.63)																									
Profit/(loss) After Tax	(50.70)	1.09	(1,160.96)																									
5	Foreign investments or Collaborators, if any	<p>The Company has made investments in the following overseas subsidiaries:-</p> <ul style="list-style-type: none"> • NIIT Ltd, UK • NIIT Antilles NV, Netherlands Antilles • NIIT Malaysia Sdn. Bhd, Malaysia • NIIT GC Ltd (formerly NIIT TVE Ltd, Mauritius), Mauritius • NIIT China (Shanghai) Limited, Shanghai, China • NIIT Wuxi Service Outstanding Training School • NIIT Learning Solutions (Canada) Limited • Chongqing NIIT Education Consulting Limited, China • Wu Xi NIIT Information Technology Consulting Limited, China • Changzhou NIIT Information Technology Consulting Limited, China • Su Zhou NIIT Information Technology Consulting Limited, China • NIIT (USA) Inc, USA • PT NIIT Indonesia, Indonesia (Under Liquidation) • NIIT West Africa Limited, Nigeria • Qingdao NIIT Information Technology Co., Ltd., China • Chongqing An Dao Education Consulting Limited, China • Zhongjiagang NIIT Information Services Ltd., China • Chengmai NIIT information Technology Co., Ltd., China • NIIT (Ireland) Ltd, Ireland • Dafeng NIIT Information technology Co., LTD • Guizhou NIIT Information Technology Consulting Co., LTD • NIIT (Guizhou) Education Technology Co., Ltd 																										

NOTICE (Contd.)

II. INFORMATION ABOUT WHOLE TIME DIRECTORS

Particulars	Mr. Vijay K Thadani	Mr. P Rajendran
1. Background details	<p>Mr. Vijay K. Thadani is the Vice Chairman & Managing Director of NIIT Ltd, a leading Global Skills and Talent Development Corporation. As the co-founder of NIIT Group, he has built an organization that is recognized 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 has led the Group's globalization efforts since 1991, taking the NIIT flag to over 40 countries and has been actively engaged with many Industry Associations. He served as President of the Indian IT industry association, MAIT 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.</p> <p>Vijay is the co-founder of the not-for-profit, NIIT University established in 2009 with a vision of being the role model of learning, research, innovation and sustainability for the Knowledge Society. He is a Founder Director on the Board of NIIT Technologies Limited, a leading SEL-CMMi Level 5 assessed IT Solutions organization, servicing customers in the USA, Europe, Japan, Asia Pacific and India. He chairs the Board of Governors of MN National Institute of Technology, Allahabad and serves on the Board of Governors of Indian Institute of Technology (IIT), Delhi. He co-chairs CII's National Committee on Higher Education and serves on the Governing Council of All India Management Association (AIMA).</p> <p>A 'Distinguished Alumnus' of the premier Indian Institute of Technology, Delhi, Vijay was honored with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China.</p>	<p>Mr. Parappil Rajendran, Joint Managing Director of NIIT Ltd., is a member of the core team that developed and brought the organization to its present position of global standing, since its inception in 1981.</p> <p>He received his degree in Electrical Engineering at Indian Institute of Technology Delhi, India in 1974 and joined KELTRON, a nascent electronic products company set up by Govt. of Kerala, where he worked for eight years. During this period he was involved in marketing, product management and sales of electronic industrial products. Later he moved into the domain of electronic automation and control of power stations.</p> <p>Mr. Rajendran also serves on the Board of Management of the not-for-profit NIIT University set up in Neemrana, Rajasthan with the vision of creating the University of the Future built on the foundation of Industry-linked, Technology-based, Research-driven and Seamless learning.</p> <p>He is also actively engaged with NIIT Foundation, which addresses the skillings and employability needs of youth from the underprivileged segments of the society.</p> <p>Mr. Rajendran has been associated with the apex industry association, Confederation of Indian Industry (CII) for over a decade.</p>
2. Past remuneration	<p>2016-17 : Rs. 15,563,937</p> <p>2015-16 : Rs. 15,620,558*</p> <p>2014-15 : Rs. 5,369,756</p> <p>*Includes salary arrears of previous year</p>	<p>2016-17 : Rs. 14,492,652</p> <p>2015-16 : Rs. 16,930,887*</p> <p>2014-15 : Rs. 20,530,086*</p> <p>*Includes salary arrears of previous year</p>

3. Recognition or Awards	<p>Under the leadership of Mr. Thadani the Company has received many prestigious awards and accolades. Mr. Thadani has been conferred with:</p> <ul style="list-style-type: none"> • Bank of India Award for Excellence in Management 1999 • IIT Delhi Distinguished Alumnus award 1999 	<p>Under his leadership of Mr. Rajendran, 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.</p>
4. Job profile and his suitability	<p>Mr. Vijay K Thadani being the Vice-Chairman & Managing Director of the Company is responsible for leading NIIT's strategic alliance initiative, the technology and partnership initiative and leveraging growth opportunities in addition to overseeing the Finance Legal and Secretarial, Investor Relations Services, all legal and the School functions and Global Learning Business.</p>	<p>Mr. P Rajendran being the Joint Managing Director of the Company assists the Managing Director in the management of operations of the Company and in addition, he provides oversight of the corporate teams engaged in Human Resources, Commercial Services, all legal and the School Learning Solutions Business.</p>
5. Remuneration proposed	<p>In case of inadequacy of profits or no profits in any financial year, the Company intends to pay remuneration within double the limit of yearly remuneration as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (as amended/modified from time to time, for the time being in force) and hence it is proposed to obtain approval of members by passing of Special Resolution.</p>	<p>In case of inadequacy of profits or no profits in any financial year, the Company intends to pay remuneration within double the limit of yearly remuneration as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 (as amended/modified from time to time, for the time being in force) and hence it is proposed to obtain approval of members by passing of Special Resolution.</p>
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)	<p>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 Nomination and Remuneration Committee of the Company at its Meeting held on May 16, 2017.</p>	
7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any	<p>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.</p>	

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The Company achieved an improved performance at the consolidated level in FY17. Overall, Net Revenue was up 18% and EBITDA increased by 7% during FY17

NOTICE (Contd.)

over last year. This was driven by improved performance of international as well as domestic subsidiaries. However, the performance of the Company on standalone basis during FY17 was impacted due to headwinds in the IT sector, resulting in reduction in hiring of fresh graduates in this sector in India, and due to temporary disruption caused by demonetization during the second half of the year, which impacted consumer sentiment.

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

The Company remains committed to generating superior returns for its stakeholders. While there were headwinds, which impacted business at the standalone company level, strong steps taken over the last two years helped the company to achieve positive growth as well as improved operating profit in the last two financial years. New initiatives launched in India, including StackRoute and DigiNxt have shown encouraging results. The Company's endeavour is to continue to focus on driving cloud based, online and IP based businesses so as to enable an improvement in performance and profitability of the Company on standalone basis. Specific initiatives have been taken to revitalize the large channel network of the Company in India.

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

The Company expects to improve revenue growth and profitability over the next few years. NIIT's corporate learning business continues to grow at a robust pace posting EBITDA double digit percentage. Also, strong steps taken in the Skills & Careers business have helped the business to return to growth and achieve positive margins. Given the large anticipated requirement for reskilling and digital skills, overall demand for training is expected to pick up. In addition, the temporary disruption in the business due to demonetization is not expected in the future and would help the Company achieve higher profits. The continuing efforts of the Company has resulted in improvement of its operating profit from Rs. 620 million in the financial year 2013-14 to Rs. 760 million 2016-17 and this positive trend is expected to continue.

IV. DISCLOSURES

Disclosures as required, are provided in the Corporate Governance Report, forming part of the Board's Report of the Company for the year 2016-17.

Except Mr. Vijay K Thadani, Mr. P Rajendran and their relatives, none of the Directors and Key Managerial

Personnels of the Company and their relatives are concerned, or interested financially or otherwise in the resolutions set out at Item no. 5 & 6 of this Notice.

The Board recommends the Special Resolutions for approval of the Members, as set out at item no. 5 & 6 of this Notice.

ITEM NO.7

The Company needs to have an optimum Board structure comprising Executive and Non-Executive (including Independent) Directors. Considering the fact that to have qualified Directors on the Board and their valuable business and professional advice and in view of nature of work and responsibilities entrusted upon Non-Executive Directors and also time devoted and the contribution made by them, it is proposed to pay the remuneration by way of commission, for an amount as may be decided by the Board of Directors/ Committee of Directors, from time to time, but not exceeding 1% (one percent) per annum of the net profit of the Company as provided under Section 197 of the Companies Act, 2013 or any amendments or modifications thereto. Such commission shall be divided amongst Non Executives Directors in such manner as the Board of Directors/Committee of Directors may from time to time determine and the same may be paid to Non-Executive Directors on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis as the Board of Directors/ Committee of Directors deem fit, subject to such necessary approval(s), consent(s) or permission(s), as may be required. The approval of shareholders is sought, for payment of remuneration by way of commission to Non-Executive Directors, for a period of 5 (five) financial years commencing from April 1, 2017.

Nomination and Remuneration Committee and Board of Directors of the Company, had approved the aforesaid proposed remuneration at their meetings held on May 16, 2017 and May 17, 2017, respectively subject to approval of the Members of the Company.

All the Non-Executive Directors may be deemed to be concerned or interested in this resolution. None of the Executive Directors, Key Managerial Personnel of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 7.

The Board recommends the Special Resolutions for approval of the Members, as set out at item no. 7 of this Notice.

NOTICE (Contd.)

ITEM NO.8

The Company had received a request letter dated January 19, 2017 from M/s. AKM Systems Private Limited (erstwhile Glad Investments Private Limited") which was then holding 3,846,962 equity shares constituting 2.32% of total paid up share capital, requesting for its reclassification from the category of "Promoters/ Promoter Group" to "Public" Category.

Accordingly, the Board of Directors of the Company considered the matter at its Meeting held on January 20, 2017 and subject to the approval of the shareholders of the Company, as well as approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authorities concerned (including the stock exchanges), approved the reclassification of M/s AKM Systems Private Limited (and its shareholding) from the category of "Promoters/ Promoter Group" to "Public" category.

The Company had submitted an application under Regulation 31A (2) and (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to BSE Limited and National Stock Exchange of India Limited on February 2, 2017. The Company was advised to obtain Members approval for the purpose of aforesaid reclassification. Hence approval of the Members is sought.

Pre-reclassification Shareholding Pattern as on March 31, 2017 and Post-reclassification Shareholding Pattern are as below:

[A] Pre-reclassification Shareholding Pattern

S. No.	Category of shareholding	Number of Equity Shares	% to total paid up share capital
1	Promoters	56,651,935	34.18
2	Public	109,097,951	65.82
Total		165,749,886	100.00

[B] Post-reclassification Shareholding Pattern

S. No.	Category of shareholding	Number of Equity Shares	% to total paid up share capital
1	Promoters	52,804,973	31.86
2	Public	112,944,913	68.14
Total		165,749,886	100.00

As on date, AKM Systems Private Limited holds 3,891,862 equity shares constituting 2.35% of total paid up share capital of the Company. Accordingly, there may be slight variation in the above Pre-reclassification Shareholding Pattern and Post-reclassification Shareholding Pattern.

Also the increase in the public shareholding pursuant to re-classification of the promoter shall not be counted towards compliance with minimum public shareholding requirements under Rule 19A of Securities Contracts (Regulation) Rules, 1957 and the provisions of Listing Regulations.

Copy of the request letter received from AKM Systems Private Limited for the proposed re-classification is available for inspection by the Members at the Registered office of the Company on all working days (i.e. except Saturdays, Sundays and Holidays) between 10:00 a.m. to 1:00 p.m., up to the date of the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned, or interested financially or otherwise in the resolution set out at Item No. 8.

The Board recommends the Ordinary resolutions for approval of the Members, as set out at item no. 8 of this Notice.

By Order of the Board
For NIIT Limited

Deepak Bansal

Company Secretary

Place: Gurugram

Date: May 17, 2017

Membership No. ACS 11579

PROXY FORM

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

34th Annual General Meeting – Friday, September 22, 2017

Name of the Member(s):

Registered Address:

Email:

DP ID No.:

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 34th Annual General Meeting of the Company, to be held on Friday, September 22, 2017 at 10.00 A.M. IST at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Proxy Form Cont...

Resolution Number	Resolution	Vote (Optional see Note 2)		
		No. of shares	For	Against
Ordinary Business				
1	Adoption of : (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 together with 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, 2017 together with the Report of the Auditors thereon.			
2	Appointment Mr. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.			
3	Appointment of M/s S R Batliboi & Associates LLP, Chartered Accounts, (FRN 101049W/E300004) as Statutory Auditors and fix their remuneration			
Special Business				
4	Ratification of remuneration of Cost Auditor			
5	Payment of remuneration to Mr. Vijay K Thadani, Vice-Chairman and Managing Director of the Company			
6	Payment of remuneration to Mr. P Rajendran, Joint Managing Director of the Company			
7	Payment of commission to Non-executive Directors of the Company			
8	Re-classification of "AKM Systems Private Limited" as public shareholders'			

Signed this _____ day of _____ 2017

Signature of Member _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp not less than Re.1/-

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. The Proxy Forms 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, Aadhaar Card, 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 34th Annual General Meeting.

U-Turn from
Ansal Villas
CSKM Public
School
Sign Board

Location Map

