

NIIT Limited

85, Sector 32 Institutional
Gurgaon 122 001
India
Tel: +91 (124) 4293000
Fax: +91 (124) 4293333

Registered Office:
B-234, Okhla Ph-I
New Delhi 110020, India

www.niit.com

July 11, 2012

1. Bombay Stock Exchange Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Fax no : 022 – 22722041, 22723121

2. National Stock Exchange of India Ltd
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Fax No. : 022-26598237, 26598238

Sub: Minutes of the Annual General Meeting held on July 2, 2012

Dear Sir,

In terms of the provisions of the Listing Agreement, we are pleased to enclose herewith certified true copy of the Minutes of the Annual General Meeting of the members of the Company held on July 2, 2012 for your information and records.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For NIIT Limited

 **Rajesh Arora**
Company Secretary

Encl: a/a

MINUTES OF THE TWENTY NINTH ANNUAL GENERAL MEETING OF
THE MEMBERS OF NIIT LIMITED HELD ON MONDAY, JULY 2, 2012, AT
10:00 A.M. AT MAPPLE EXOTICA, KHASRA NO. 123, CHATTARPUR
MANDIR ROAD, SATBARI, NEW DELHI – 110074

PRESENT

Directors:

Mr. Rajendra S. Pawar	: Chairman and Managing Director
Mr. Vijay K. Thadani	: CEO and Whole-time Director
Mr. P. Rajendran	: COO and Whole-time Director
Mr. Surendra Singh	: Independent Director
Ms. Madhabi Puri Buch	: Independent Director

Officials:

Mr. Rajesh Arora	: Company Secretary
Mr. Ashok Arora	: Group Chief Financial Officer
Mr. Rohit Gupta	: Chief Financial Officer

Auditors:

Mr. Rajender Chauhan	: Representative- M/s. Price Waterhouse, Statutory Auditors
----------------------	--

Members present in person : 366

Members present in proxy : 79

CHAIRMAN

The Chairman, Mr. Rajendra S. Pawar presided.

COMMENCEMENT OF THE MEETING

The Chairman after ascertaining that the requisite quorum for the meeting was present, called the Meeting to order.

CHAIRMAN'S SPEECH

The Chairman thereafter addressed the members and shared the performance highlights, growth strategies, future prospects and other matters relating to the Company.

NOTICE OF THE MEETING

With the permission of the members present, the Notice convening the Annual General Meeting was taken as read.

Then, the Chairman invited the members to present their queries pertaining to the business proposed to be conducted at the Meeting. The members present at the Meeting raised certain queries/suggestions pertaining to the Annual Report/Businesses, which were satisfactorily responded by the Chairman and Mr. Vijay K Thadani, CEO and Whole-time Director of the Company.



CHAIRMAN'S
INITIALS

R

Thereafter, the proceedings of the Meeting for passing the resolutions were then taken up by the Chairman.

ORDINARY BUSINESS

1. APPROVAL AND ADOPTION OF ACCOUNTS, AUDITORS' REPORT AND DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2012

The Chairman put forth before the Meeting the first item of business relating to adoption of accounts comprising of Balance Sheet as at March 31, 2012 and Statement of Profit and Loss for the financial year April 01, 2011 to March 31, 2012 and the Reports of the Auditors and the Directors thereon. Thereafter, he asked the Company Secretary to read the Auditors' Report. The same was read by Mr. Rajesh Arora, Company Secretary.

The following resolution was recommended to be passed by way of ordinary resolution, with or without modifications, for the purpose of approving the first item of ordinary business:

"RESOLVED THAT the Balance Sheet of the Company as at March 31, 2012 and the Statement of Profit & Loss for the financial year April 01, 2011 to March 31, 2012, together with the Reports of Auditors' and Directors' thereon as placed before the Meeting be and are hereby approved and adopted."

The resolution was proposed by Mr. D. D. Sardana (DP Id No. IN300118, Client Id No. 10278201) a member of the Company and was seconded by Mr. Prem Kumar Mehta (DP Id No. IN300118, Client Id No. 10190042) another member.

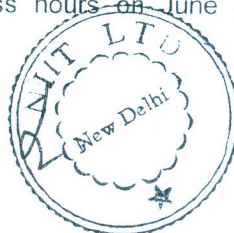
The aforesaid resolution was thereafter put to vote by show of hands and declared carried unanimously.

2. DECLARATION OF DIVIDEND ON EQUITY SHARES

The Chairman put forth before the Meeting the second item of business, relating to declaration of dividend on Equity Shares.

The following resolution was recommended to be passed by way of ordinary resolution, with or without modifications, for the purpose of approving the second item of ordinary business:

"RESOLVED THAT subject to all applicable provisions of the Companies Act, 1956, a Dividend @ 80 % i.e. Rs. 1.60 (Rupee One and Sixty Paise Only) per Equity Share of Rs. 2/- each aggregating to Rs. 264,152,955/- as recommended by the Board to be paid, out of the profits of the Company, on the Equity Share Capital of Rs. 330,191,194/- for the financial year April 01, 2011 to March 31, 2012 to those members whose names appear in the Register of Members as on July 2, 2012 for shareholding held in physical form and the List of Beneficiary Owners as furnished by the National Securities Depositories Limited and Central Depositories Securities Limited as of the close of business hours on June 21, 2012 for shareholding in electronic form."



AIRMAN'S
INITIALS

R

The resolution was proposed by Mr. Ravi Shanker Kapoor (CDSL No. 1203800000050251), a member of the Company and was seconded by Mr. Murlidhar Talreja (DP Id No. IN300118, Client Id. No. 10578802) another member.

The aforesaid resolution was thereafter put to vote by show of hands and declared carried unanimously.

3. **APPOINTMENT OF MR. SANJAY KHOSLA, WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

The Chairman put forth before the Meeting the third item of business relating to appointment of Mr. Sanjay Khosla, who retires by rotation and being eligible has offered himself for re-appointment as a Director of the Company.

The following resolution was recommended to be passed by way of ordinary resolution, with or without modification, for the purpose of approving the third item of ordinary business:

"RESOLVED THAT Mr. Sanjay Khosla, Director, who retires by rotation and being eligible and having offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

The resolution was proposed by Mrs. Urmila Jain (DP Id No. IN300118, Client Id. No. 10401292), a member of the Company and was seconded by Mrs. Manjula Rani (DP Id No. IN300118, Client Id No. 10342345), another member.

The aforesaid resolution was thereafter put to vote by show of hands and declared carried unanimously.

4. **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2012-13 AND AUTHORIZE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION**

The Chairman put forth before the Meeting the fourth item of business relating to appointment of Statutory Auditors of the Company for the financial year 2012-13 and to fix their remuneration.

The following resolution was recommended to be passed by way of ordinary resolution, with or without modification, for the purpose of approving the fourth item of ordinary business:

"RESOLVED THAT M/s Price Waterhouse, Chartered Accountants (registration number FRN301112E), Statutory Auditors, who retires at the conclusion of this Annual General Meeting and being eligible and offered themselves for appointment, be and are hereby appointed as Statutory Auditors of the Company for the financial year 2012-2013 who shall hold office upto the conclusion of the next Annual General Meeting of the Company and be paid the remuneration as may be approved by the Board of Directors of the Company."



CHAIRMAN'S
INITIALS

R

MINUTE BOOK

The resolution was proposed by Mr. Gaurav Kumar Singh (Folio No. 6145), a member of the Company and was seconded by Mr. H. S. Sahni (Folio No. 4327), another member.

The aforesaid resolution was thereafter put to vote by show of hands and declared carried unanimously.

SPECIAL BUSINESS

5. RETIREMENT OF MR. SUBROTO BHATTACHARYA, AS DIRECTOR OF THE COMPANY

The Chairman informed the members that the next item of business was relating to retirement of Mr. Subroto Bhattacharya, who retires by rotation and has expressed his desire not to be reappointed as Director and for not filing the resulting vacancy. He then appraised the contribution made by Mr. Subroto Bhattacharya during his over thirteen years of association with the Company.

The following resolution was recommended to be passed by way of ordinary resolution, with or without modification, for the purpose of approving the above item of special business:

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

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

The resolution was proposed by Mr. Gagan Kumar (DP Id No. IN300206, Client Id. No. 10925435), a member of the Company and was seconded by Mr. Deepansh Pathak (CDSL No. 1201890200018310), another member.

The aforesaid resolution was thereafter put to vote by show of hands and declared carried unanimously.

6. APPROVAL TO PROVIDE GRANT OR OTHERWISE ASSISTANCE TO THE NIIT INSTITUTE OF INFORMATION TECHNOLOGY, NIIT FOUNDATION AND ANY OTHER ORGANISATION ENGAGED IN THE ACTIVITIES OF SOCIAL, CULTURAL, EDUCATIONAL, ECONOMIC, SCIENTIFIC RESEARCH, RURAL DEVELOPMENT AND/OR ANY OTHER ACTIVITY FOR PEOPLE AT LARGE

The Chairman informed the members that the next item of business was relating to provide Grant / Assistance to NIIT Institute of Information Technology, NIIT Foundation or any other organisation engaged in activities of social, cultural, educational, economic, scientific research, rural development and/or any other activity for people at large.

CHAIRMAN'S
INITIALS

R



The following resolution was recommended to be passed by way of ordinary resolution, with or without modifications, for the purpose of approving the above item of special business:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956 ("the Act") and all other applicable provisions, if any, and such other approvals, sanctions, permissions as may be necessary, the Board of Directors be and is hereby authorized to grant or otherwise provide assistance up to Rs. 100 Million (in one or more tranches) per year over the next three financial years and in aggregate not exceeding Rs. 250 Million, starting from financial year 2012-13, to the following entities engaged in activities of social, cultural, educational, economic, scientific research, rural development and/or any other activity for people at large, notwithstanding the fact that the said amount for any financial year may exceed the limits specified under Section 293(1)(e) of the Act, as amended from time to time:

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

The resolution was proposed by Mr. Sanjay Kathpal (DP Id No. IN300118, Client Id. No. 10463143), a member of the Company and was seconded by Mr. Yashpal Chopra (DP Id No. IN300708, Client Id No. 10592847), another member.

The aforesaid resolution was thereafter put to vote by show of hands and declared carried unanimously.

7. VOTE OF THANKS

As there was no other business to be transacted, the Chairman declared the Meeting as concluded and gratitude the members for their co-operation in the smooth conduct of the Meeting.

Dated : July 10, 2012
Place : New Delhi


CHAIRMAN

CERTIFIED TRUE COPY

For NIIT Limited


Rajesh Arora
Company Secretary

CHAIRMAN'S
INITIALS