



NIIT Limited

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Gurgaon 122 001
India
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Registered Office:
B-234, Okhla Ph-I
New Delhi 110020, India

www.niit.com

August 6, 2010

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 9, 2010*

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 Company held on July 9, 2010 for your information and records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For NIIT Limited


Parveen Jain
Company Secretary & Legal Counsel

Encl: as above

CERTIFIED TRUE COPY OF THE MINUTES OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NIIT LIMITED HELD ON FRIDAY, JULY 9, 2010, AT 11:30 A.M. AT PARKLAND 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. Subroto Bhattacharya	: Independent Director
Mr. Surendra Singh	: Independent Director

Officials :

Mr. Parveen Jain	: Company Secretary and Legal Counsel
Mr. Ashok Arora	: Group Chief Financial Officer
Mr. Jitender Mahajan	: Chief Financial Officer

Auditors :

Mr. Amit Jain	: Representing M/s. Price Waterhouse, Statutory Auditors
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Members present (including proxies)	: 5047
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CHAIRMAN

The Chairman, Mr. Rajendra S. Pawar presided.

COMMENCEMENT OF THE MEETING

The Chairman after ascertaining the presence of the requisite quorum, called the Meeting to order.

NOTICE OF THE MEETING

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



CHAIRMAN'S SPEECH

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

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, 2010

The Chairman put forth before the Meeting the first item of business regarding adoption of accounts comprising of Balance Sheet as at March 31, 2010 and Profit and Loss Account for the financial year April 01, 2009 to March 31, 2010 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. Parveen Jain, Company Secretary and Legal Counsel.

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, 2010 and the Profit & Loss Account for the financial year April 01, 2009 to March 31, 2010, 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. S N Vohra (Folio No. 3696) a member of the Company and was seconded by Mr. D. D. Sardana (DP Id No. IN300118, Client Id No. 10278201) 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 @ 70 % i.e. Rs. 1.40 (Rupee One and Fourty Paise Only) per Equity Share of Rs. 2/- each aggregating to Rs. 231,133,835.80/- 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, 2009 to March 31, 2010 to those members whose names appear in the Register of Members as on July 9, 2010 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 July 1, 2010 for shareholding in electronic form.”

The resolution was proposed by Mr. Prem Kumar Mehta (DP Id. No. IN300118, Client Id. No.10961733) a member of the Company and was seconded Mr. D. D. Sardana (DP Id. No. IN300118, Client Id. No.10278201) another member.

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

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

The Chairman put forth before the Meeting the third item of business pertaining to appointment of Mr. Surendra Singh, 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. Surendra Singh, 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 Mr. Yash Pal Chopra (DP Id. No./Client Id No. 120260000000444) a member of the Company and was seconded by Mr. Prem Kumar Mehta (DP Id No. IN 300118, Client Id No. 10961733), another member.

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



4. APPOINTMENT OF MR. RAJENDRA S PAWAR, WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

The Chairman, Mr. Rajendra S Pawar, being interested in the item regarding his appointment as a Director of the Company, requested Mr. Subroto Bhattacharya, Director, to preside. Mr. Bhattacharya took the Chair and put forth before the meeting the fourth item of business pertaining to re-appointment of Mr. Rajendra S Pawar, as a Director of the Company.

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

“RESOLVED THAT Mr. Rajendra S Pawar, 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 Mr. Narain Dass (Folio No. 3159) a member of the Company and was seconded by Mrs. Urmila Jain (DP Id. No IN300118, Client Id. No. 10401292), another member.

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

Mr. Subroto Bhattacharya thereafter handed the Chair back to Mr. Rajendra S Pawar, to continue the proceeds of the meeting.

5. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2010-11 AND AUTHORIZE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION

The Chairman put forth before the Meeting the fifth item of business relating to appointment of Statutory Auditors of the Company for the financial year 2010-11 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 fifth item of ordinary business:

“RESOLVED THAT M/s Price Waterhouse, Chartered Accountants (registration number FRN301112E), as 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 2010-2011 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.”

The resolution was proposed by Mr. Ravi Shanker Kapoor (Folio No. 3367), a member of the Company and was seconded by Mr. Manjit Singh (DP Id No. IN300206, Client Id No. 10907641), another member.

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

SPECIAL BUSINESS

6. APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

The Chairman put forth before the Meeting the sixth item of business relating to approval for payment of commission to non-executive directors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment and/or re-enactment thereof), and subject to such necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Company be and is hereby accorded to pay to its Directors (other than Managing / Whole-time Directors of the Company) for a period of five financial years commencing from April 1, 2010, such commission (at the discretion of the Board/Committee of Directors, the payment of such commission may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis) as may be determined by the Board/Committee of Directors from time to time (to be divided amongst them in such proportion/manner as may be determined by the Board/Committee of Directors from time to time) however such commission shall not exceed the ceiling as prescribed under Section 309(4) of the Companies Act, 1956 i.e. 1% (one percent) per annum of the net profits of the Company as computed in accordance with the provisions of Section 198(1), 349 and 350 of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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.”



The resolution was proposed by Mr. Narain Dass (Folio No. 2914), a member of the Company and was seconded by Mr. Prem Prakash Goel (Folio No. 3305), another member.

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

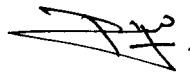
7. VOTE OF THANKS

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

Dated : August 3, 2010
Place : New Delhi

SD/-
CHAIRMAN

/certified true copy/
For NIIT LIMITED



Parveen Jain
(Company Secretary & Legal Counsel)

