NIIT Limited
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Email: info@niit.com

Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

www.niit.com

July 5, 2016

1. **The Manager**
   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

2. **The Manager**
   BSE Limited
   Corporate Relationship Department,
   1st Floor, New Trading Ring,
   Rotunda Building
   Phiroze Jeejeebhoy Towers,
   Dalal Street, Mumbai- 400 001

Subject: Intimation about Annual General Meeting and Book Closure Dates

Dear Sir,

This is to inform you that 33rd Annual General Meeting (AGM) of the Members of the Company will be held on Monday, August 1, 2016 at 10:00 A.M. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi- 110 074. Notice for the AGM is enclosed herewith for your reference.

Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period starting from Saturday, July 23, 2016 to Monday, August 01, 2016 (both days inclusive), for the purpose of Annual General Meeting.

In terms of the provisions of Section 108 of the Companies Act, 2013, read with 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 Listing Regulations, the Company is providing to the Members the facility to exercise their right to vote on resolutions proposed to be considered at the 33rd AGM by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL). The e-voting period commences on July 28, 2016 (9:00 A.M. IST) and ends on July 31, 2016 (5:00 P.M.). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 25, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Further, the facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their rights at the AGM through ballot paper.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,

For **NIIT Limited**

Arpita B. Malhotra
Company Secretary

NOTICE

Notice is hereby given that the 33rd Annual General Meeting ("AGM") of the Members of NIIT Limited will be held on Monday, 1st day of August, 2016, at 10:00 A.M. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110074, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

   a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Auditors and the Directors thereon.

   b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Rajendra S Pawar (DIN: 00042516), who retires by rotation and being eligible, offers himself for re-appointment.

3. 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. **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 or re-enactment thereof, the remuneration of Rs. 267,500/- 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 2015-16 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."

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

Arpita B Malhotra
Company Secretary
Membership No. ACS 21324

Place: New Delhi
Date: May 10, 2016

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 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**

NOTICE (Contd.)

TOTAL SHARE CAPITAL OF THE COMPANY. 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 and/or which 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 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 authorized 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.

6. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., from Saturday, July 23, 2016 to Monday, August 01, 2016, 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, 2008, 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, 2009 and thereafter are requested to approach the Company by writing a letter to the Company at Registered Office address, immediately. As on March 31, 2016, the amount outstanding in unclaimed dividend account for the Financial Year ended March 31, 2009 is Rs. 1,862,569.80.

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 at least once in a Financial Year to the members to register their e-mail IDs and changes therein. In view of the same, Members are requested to kindly update their e-mail IDs 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 IDs to the Company.

13. Electronic copy of the Notice of the 33rd Annual

NOTICE (Contd.)

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 Participant(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 IDs, physical copies of the aforesaid documents are being sent by the permitted mode.

14. Voting through electronic means :

I. In compliance with the 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide its 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").

   The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their rights at the AGM through ballot paper.

II. The remote e-voting period commences on July 28, 2016 (9:00 A.M.) and ends on July 31, 2016 (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 July 25, 2016, 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.

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 IDs are registered with the Company/Depository Participant(s). For members who have not registered their e-mail IDs, 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 your 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

NOTICE (Contd.)

to evoting@nsdl.co.in

IV. 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.

V. 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.

VI. 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).

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 July 25, 2016.

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. July 25, 2016, may obtain the login ID and password by sending a request at e-voting@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 toll free no.: 1800-222-990.

IX. 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.

X. 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.

XI. 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.

XII. 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.

XIII. 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 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 favor 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.

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 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 Regulation 36(3) of the Listing Regulations, pertaining to the Director proposed to be re-appointed vide Item No. 2 of the Notice, is as follows:

NOTICE (Contd.)

Name	Rajendra S Pawar
Date of Birth	March 06, 1951
Date of Appointment	December 02, 1981
Qualifications	B. Tech
Expertise in specific functional area	Detailed in the Corporate Governance Report for the Financial Year 2015-16
Directorship held in other listed companies	NIIT Technologies Limited
Membership (M)/ Chairpersonship (C) of Committees of other listed companies (includes only Audit Committee (AC) and Stakeholders Relationship Committee (SRC))	NIL
Number of Equity Shares held in the Company	584,853*
Relationship with other Directors	None

*Including 155,000 Equity Shares as first holder with spouse, 427,326 Equity Shares as second holder with spouse and 2,527 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 at its meeting held on September 8, 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 2015-16 at a remuneration of Rs. 267,500/- 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 or any statutory modification or re-enactment thereof, the remuneration as mentioned above, payable to the cost auditor is required to be ratified by the shareholders of the Company.

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. 4.

The Board recommends the resolution for your approval.

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

Arpita B Malhotra
Company Secretary
Membership No. ACS 21324

Place: New Delhi
Date: May 10, 2016