

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of NIIT Technologies Limited will be held on Monday, August 3, 2015, at 9:00 A.M. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon;
- To declare dividend on equity shares.
- 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.
- To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), 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 to pass the following resolution, with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), be and is hereby ratified by the members of the Company, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

SPECIAL BUSINESS:

- To appoint Ms. Holly Jane Morris (DIN 06968557) as Director of the Company and in this regards 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 149 and 152 of the Companies Act 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Holly Jane Morris (DIN

06968557) who was appointed as an Additional Director in the meeting of the Board of Directors held on October 15, 2014 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing her candidature for the office of Directors under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office till March 31, 2017 on the terms and conditions contained in the Letter of Appointment to be issued by the Company.

RESOLVED FURTHER THAT the Board or a Committee be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

By the Order of the Board
For **NIIT Technologies Limited**
Sd/-
Monika Arora

Place: New Delhi
Date: May 5, 2015

Company Secretary
Membership No. ACS 15702

Notes:

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxy shall not be entitled to speak at the meeting. Proxies, in order to be effective should be duly completed, stamped and signed and must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.
- Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the

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- proxies lodged shall be required to be provided to the Company.
5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
 6. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
 7. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., Saturday, July 25, 2015 to Monday, August 03, 2015 (both days inclusive). The dividend as recommended by the Board of Directors, if approved at the meeting, will be paid to those members whose names appear in the Register of Members/in the records of the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners of the shares as at the end of business hours on July 24, 2015.
 8. While members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, members having shares in electronic form may inform such changes directly to their depository participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
 9. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
 10. Every Company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing System (ECS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI.
- In view of the above, the shareholders holding shares in physical form are requested to provide to Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 1E/13, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, so that all future dividends can be remitted through ECS. In case of shareholders staying at locations not covered by ECS, the bank details shall be printed on the dividend warrants so as to protect against any fraudulent encashment of dividend warrants.
- The shareholders can obtain a copy of the ECS mandate form from the registered office of the Company or can download from the website of the Company at www.niit-tech.com.
- In respect of members who hold shares in dematerialized form, their Bank Account details, as furnished by their Depositories to the Company, will be printed on their dividend warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of or change in Bank Account details. Members who wish to change their Bank Account details are therefore requested to advise their Depository Participants about such change.
11. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their queries 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. Members/Proxy(ies) are requested to bring their copy of the Annual Report at the meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
 13. The certificate from the Auditors of the Company certifying that the Company's stock option plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, and in accordance with the resolutions passed by the members in the general meeting will be available at the venue for inspection by members.
 14. All unclaimed/unpaid dividend for the financial year ended on March 31, 2007, have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A and 205C of the Companies Act, 1956. Members who have not so far encashed dividend warrant(s) for the financial year ended March 31, 2008 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. As on March 31, 2015, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2008 is Rs. 21,68,361.
 15. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
 16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules thereunder and Clause 35B of the Listing Agreement, the stated items of

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business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its Members. The Company has engaged services of NSDL for providing remote e-voting facilities to the Members. **The e-voting facility will commence from Friday, July 31, 2015 at 9:00 A.M. and end on Sunday, August 2, 2015 at 5:00 P.M.**

17. In terms of Clause 35B of the Listing Agreement, in order to enable its members who do not have access to e-voting facility, a Ballot Form is annexed to the Notice to send their assent or dissent in writing in respect of the resolutions as set forth in this notice. A member who is not able to attend the AGM and desiring to exercise vote by ballot shall complete the enclosed Ballot Form with assent (For) or dissent (Against), as per the instructions mentioned in the Ballot Form, and send to the Scrutinizer.

Instructions for E-Voting:

NSDL shall be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email address, can use the details provided in "Particulars of E-voting".

- (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (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. If you are already registered with NSDL for e-voting, then you can use your existing user ID & Password for casting your vote.
- (v) If you are logging on for the first time, Password change menu will appear on your screen. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) After Completing the Log in process the Home page of remote e-voting opens. Click on remote **e-voting>Active Voting Cycles**.
- (vii) Select "EVEN" of "NIIT Technologies Limited". Now you are ready for e-voting as "**Cast Vote**" page opens.
- (viii) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on the resolution, you will not be

allowed to modify your vote.

- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to officenns14@gmail.com with a copy marked to evoting@nsdl.co.in

Members are requested to note the following:

1. 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. 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).
2. 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 27, 2015.
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 27, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. 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.
6. Mr. Nityanand Singh, Company Secretary (Membership No. FCS- 2668) of M/s. Nityanand Singh & Co., Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. 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.
8. The Scrutinizer shall after the conclusion of voting at

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the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

9. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.niit-tech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange & Bombay Stock Exchange; the Stock Exchanges on which the Company's Shares are listed.

By the Order of the Board
For **NIIT Technologies Limited**
Sd/-
Monika Arora

Place : New Delhi **Company Secretary**
Date : May 5, 2015 **Membership No. ACS 15702**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos.5

The Board appointed Ms. Holly Jane Morris (DIN 06968557) as an Additional Director in the capacity of Non-Executive Independent Director on October 15, 2014. As an Additional Director, Ms. Morris shall hold office up to the conclusion of the ensuing Annual General Meeting. The Company has received a notice from a member proposing her candidature for the office of Directors under section 160 of the Companies Act, 2013, the Board of Directors have also recommended her appointment as the Independent Director of the Company till March 31, 2017 on the terms and conditions as may be contained in the Letter of Appointment to be issued by the Company, for the approval of the members.

Ms. Morris is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received declarations from Ms. Morris that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Ms. Morris is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as directors.

In the opinion of the Board, Ms. Morris fulfills the conditions for appointment as Independent Directors as specified in the Act and is independent of the management.

A brief profile of Ms. Morris, is provided below:

Ms. Morris has extensive experience as a corporate IT and operations executive in Fortune 500 global financial services organizations, local government and manufacturing. From 2006 to 2012, she was the CIO at Thrivent Financial, a Fortune 500 financial services organization where she led the creation and implementation of a \$250M modernization program to retire legacy systems and implement new technology to enable the company's growth strategy. Ms. Morris also served as the SVP of technologies at American Express Global Financial Services. She held CIO and CTO positions at ING North America, and was also CIO for the City of Minneapolis. She started her career at Honeywell where she rose to Section Head of Computer Aided Engineering, and then moved to the at the Honeywell spin-off, Alliant Techsystems, where she was responsible for all business and manufacturing systems.

Since retiring, Ms. Morris has been advising global IT delivery companies and has continued several volunteer activities, serving universities, non-profits and government on innovative ways to re-invent themselves given today's technology opportunities and challenges. She served on the board of Royal Cameron Corporation and Highland Capital Brokerage Corporation and was recognized as an "Outstanding Woman" by Twin Cities Business and as one of the "Elite 8" by Insurance and Technology magazine.

Ms. Morris holds a BA in Classics from Kent State University, an MA and PhD in Ancient Studies from the University of Minnesota and is close to completing her masters in software systems from the University of Saint Thomas in Saint Paul, MN. While a student, her research interests included using computing tools such data bases, statistical packages and simulation technology to better understand ancient social and economic systems.

Ms. Morris is interested in the resolution set out at Item Nos. 5 of the Notice.

The relatives of Ms. Morris may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Ms. Morris does not hold any directorship in other Indian Public Ltd. company and any shares thereof.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

By the Order of the Board
For **NIIT Technologies Limited**
Sd/-
Monika Arora

Place : New Delhi **Company Secretary**
Date : May 5, 2015 **Membership No. ACS 15702**