

MINUTE BOOK

naswati
REGD.

MINUTES OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF NIIT LIMITED HELD ON MONDAY, JULY 7, 2014, 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
Mr. Anand Sudarshan : Independent Director
Ms. Geeta Mathur : Independent Director

Officials:

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

Auditors:

Mr. Amit Jain : Representative- M/s. Price Waterhouse, Statutory Auditors

Special Invitee

: Mr. Abhinav Khosla, Partner, M/s. S.C. Vasudeva & Co., Chartered Accountants

Members present in person : 364
Members present in proxy : 27

CHAIRMAN

The Chairman, Mr. Rajendra S. Pawar presided the meeting.

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 of the 31st Annual General Meeting of the Company was taken as read.



CHAIRMAN'S
INITIALS

R

MINUTE BOOK

The Chairman stated that the Company had provided electronic voting facility to the members entitled to cast their vote at the Annual General meeting, as per the Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014 and therefore, it was obligatory to provide similar voting facility to the members present, in person and through proxies at the Annual General Meeting, to vote in proportion to the shares held by them. He stated that Poll will be ordered for the voting on all the resolutions of ordinary and special businesses as set out in Items 1 to 13. He further stated that as per the provisions of Section 107 of the Companies Act, 2013, voting by show of hands is not allowed in case where e-voting has been conducted.

The Chairman then 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.

Thereafter, the Chairman took up the agenda items contained in the Notice of the 31st Annual General Meeting and reiterated that as the Company has provided e-voting facility to the members to vote between July 1 to July 3, 2014 in proportion to their shareholding as on the cut-off date of 30th May, 2014, those members attending the AGM and eligible to vote were also given opportunity to vote in proportion to their shareholding, through voting by Poll. He declared that the Scrutinizer for the electronic voting, Mr. Abhinav Khosla, Partner, M/s. S.C. Vasudeva & Co., Chartered Accountant was appointed for independently carrying out the e-voting in a fair and transparent manner. Thereafter, Mr. Abhinav Khosla submitted the report on the electronic voting to the Chairman.

The Chairman, thereafter, ordered the Poll on all the Resolutions for the Ordinary and Special businesses as set out in items 1 to 13 of the Notice of the 31st Annual General Meeting and requested all the Members and proxy holders present and entitled to vote to participate in the Poll to be taken immediately after closure of the meeting at the same venue.

The Chairman stated that Mr. Abhinav Khosla, Partner, M/s. S.C. Vasudeva & Co., Chartered Accountants (Membership No. 87010) was appointed as scrutinizer to scrutinize the poll process and votes given on the Poll and report thereon in the prescribed manner.

He further stated that the results of the Poll shall be announced on or before 9th July, 2014 and shall be available on the website of the Company and shall also be immediately sent to the NSE & BSE.

He further authorized Mr. Vijay K Thadani, CEO and Whole-time Director of the Company to announce the results.

Thanking the members for their participation, suggestions and comments, the Chairman announced formal closure of the 31st Annual General Meeting.

Conduct of Poll

Mr. Abhinav Khosla, Scrutinizer appointed for the Poll conducted the Poll. Before start of voting on Poll, the Polling Papers were distributed to the Members and proxies. Empty Ballot boxes were shown to the members and thereafter the Ballot Boxes were locked and sealed in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll at around 12:00 p.m. The Scrutinizer then took custody of polling boxes.

CHAIRMAN'S
INITIALS

R



MINUTE BOOK

raowati
REGD.

Results of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Monday, 7th July, 2014

The consolidated results on e-voting and poll at the AGM was announced by Mr. Vijay K Thadani, CEO and Whole-time Director of the Company on July 9, 2014 wherein all the resolutions for the ordinary and special businesses as set out in Item no. 1 to 13 in the Notice of the 31st Annual General Meeting of the Company were duly passed by the requisite majority.

Resolution No.1:

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014 (Ordinary Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4969940	7.58	4969178	762	99.985	0.015
Grand Total	165145597	87062681	52.72	87061919	762	99.999	0.001

Resolution No.2:

To declare dividend on equity shares (Ordinary Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4969670	7.58	4969098	572	99.988	0.012
Grand Total	165145597	87062411	52.72	87061839	572	99.999	0.001



CHAIRMAN'S
INITIALS

R

MINUTE BOOK

Resolution No.3:

To appoint a Director in place of Mr. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20839213	4780193	81.342	18.658
Public-Others	65561246	4958295	7.56	4951283	7012	99.859	0.141
Grand Total	165145597	87051036	52.71	82263831	4787205	94.501	5.499

Resolution No.4:

To appoint M/s Price Waterhouse, Chartered Accountants, Firm Registration Number FRN301112E), as Statutory Auditors of the Company (Ordinary Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4957882	7.56	4949824	8058	99.837	0.163
Grand Total	165145597	87050623	52.71	87042565	8058	99.991	0.009

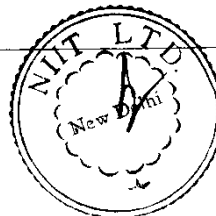
Resolution No.5:

Payment of Remuneration to Mr. P Rajendran (DIN: 00042531), COO & Whole-time Director of the Company for the financial year 2013-14 (Special Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20224148	5395258	78.941	21.059
Public-Others	65561246	4957685	7.56	4950367	7318	99.852	0.148
Grand Total	165145597	87050426	52.71	81647850	5402576	93.794	6.206

HAIRMAN'S INITIALS

R



MINUTE BOOK

usual
REGD.

Resolution No.6:

Payment of Commission to Non-Executive Directors of the Company for financial year 2013-14 (Special Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20224148	5395258	78.941	21.059
Public-Others	65561246	4966205	7.57	4959530	6675	99.866	0.134
Grand Total	165145597	87058946	52.72	81657013	5401933	93.795	6.205

Resolution No.7:

Payment of Minimum Remuneration to Mr. Rajendra S Pawar (DIN: 00042516), Chairman and Managing Director of the Company (Special Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	22553024	3066382	88.031	11.969
Public-Others	65561246	4963945	7.57	4961545	2400	99.952	0.048
Grand Total	165145597	87056686	52.72	83987904	3068782	96.475	3.525

Resolution No.8:

Re-appointment of Mr. Vijay K Thadani (DIN: 00042527) as CEO & Whole-time Director of the Company (Special Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20839213	4780193	81.342	18.658
Public-Others	65561246	4965735	7.57	4960880	4855	99.902	0.098
Grand Total	165145597	87058476	52.72	82273428	4785048	94.504	5.496



CHAIRMAN'S
INITIALS

R

MINUTE BOOK

Resolution No.9:

Re-appointment of Mr. P Rajendran (DIN: 00042531) as COO & Whole time Director of the Company (Special Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4966472	7.58	4964785	1687	99.966	0.034
Grand Total	165145597	87059213	52.72	87057526	1687	99.998	0.002

Resolution No.10:

Appointment of Mr. Anand Sudarshan, (DIN: 00827862) as an Independent Director of the Company (Ordinary Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4965922	7.57	4963334	2588	99.948	0.052
Grand Total	165145597	87058663	52.72	87056075	2588	99.997	0.003

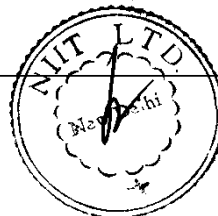
Resolution No.11:

Appointment of Ms. Geeta Mathur, (DIN: 02139552) as an Independent Director of the Company (Ordinary Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4966285	7.58	4959826	6459	99.870	0.130
Grand Total	165145597	87059026	52.72	87052567	6459	99.993	0.007

HAIRMAN'S INITIALS

R



MINUTE BOOK

REGD.

Resolution No.12:

Appointment of Mr. Sanjay Khosla, (DIN: 00981819) as an Independent Director of the Company (Ordinary Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20224148	5395258	78.941	21.059
Public-Others	65561246	4965972	7.57	4958324	7648	99.846	0.154
Grand Total	165145597	87058713	52.72	81655807	5402906	93.794	6.206

Resolution No.13:

Appointment of Mr. Surendra Singh, (DIN: 00003337) as an Independent Director of the Company (Ordinary Resolution)

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4965911	7.57	4958263	7648	99.846	0.154
Grand Total	165145597	87058652	52.72	87051004	7648	99.991	0.009

The resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 13 in the Notice of 31st Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of 31st Annual General Meeting of the Members held on July 7, 2014.

ORDINARY BUSINESSES

- ORDINARY RESOLUTION FOR APPROVAL AND ADOPTION OF ACCOUNTS, AUDITORS' REPORT AND DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2014**

"RESOLVED THAT the Balance Sheet of the Company as at March 31, 2014 and the Statement of Profit & Loss for the financial year April 1, 2013 to March 31, 2014, together with the Reports of Auditors' and Directors' thereon as placed before the Meeting be and are hereby approved and adopted."



CHAIRMAN'S INITIALS

[Handwritten Signature]

MINUTE BOOK

2. ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES

"RESOLVED THAT subject to all applicable provisions of the Companies Act, 2013, a Dividend of Rs.1.60 (Rupee One and Sixty Paise Only) per Equity Share of Rs. 2/- each aggregating to Rs.264,232,955.20 as recommended by the Board to be paid, out of the profits of the Company, on the Equity Share Capital of Rs.330,291,194/- for the financial year April 1, 2013 to March 31, 2014 to those members whose names stand in the Register of Members on the last day of Book Closure in respect of physical shareholding and the list of beneficiary owners provided by depositories (NSDL and CDSL) in respect of shareholding in dematerialized form."

3. ORDINARY RESOLUTION FOR APPOINTMENT OF MR. VIJAY K THADANI (DIN: 00042527), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

"RESOLVED THAT Mr. Vijay K Thadani (DIN: 00042527), 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."

4. ORDINARY RESOLUTION FOR APPOINTMENT M/S PRICE WATERHOUSE, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NUMBER FRN301112E), AS STATUTORY AUDITORS

"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 a period of 3 (three) years upto the conclusion of Annual General Meeting scheduled to be held in the year 2017 and be paid the remuneration as may be approved by the Board of Directors of the Company."

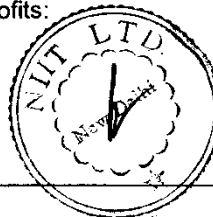
SPECIAL BUSINESSES

5. SPECIAL RESOLUTION FOR PAYMENT OF REMUNERATION TO MR. P RAJENDRAN (DIN: 00042531), COO & WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2013-14

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (corresponding to erstwhile Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956) and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration as set out hereunder to Mr. P Rajendran (DIN: 00042531), COO and Whole-time Director of the Company, for the financial year 2013-14 in absence of adequate profits:

CHAIRMAN'S
INITIALS





MINUTE BOOK

7
REGD

- I. Basic Salary : Rs.419,000/- per month (Grade : Rs.300,000/- to Rs.700,000/- pm)
- II. HRA : Rs. 335,200/- per month (80% of Basic Salary paid monthly)
- III. Contribution to PF: 12 % of Basic Salary
- IV. Contribution to Superannuation: 13% of Basic Salary
- V. Total of all perquisites (except gratuity) = 3,100,000/- per annum
- VI. Gratuity: as per the scheme of Company

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. **SPECIAL RESOLUTION FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR FINANCIAL YEAR 2013-14**

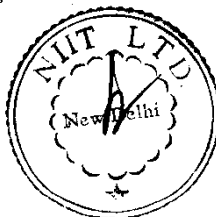
"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to erstwhile Section 309 and other applicable provisions, if any, of the Companies Act, 1956), and subject to the approval of the Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay to its Directors (other than Managing / Whole-time Directors of the Company) for the financial year 2013-14, such commission in such manner as may be determined by the Board, in absence of adequate profits, however such aggregate commission shall not exceed Rs. 30,00,000/- (Rupees thirty lakhs only).

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. **SPECIAL RESOLUTION FOR PAYMENT OF MINIMUM REMUNERATION TO MR. RAJENDRA S PAWAR (DIN: 00042516), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

"**RESOLVED THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to Mr. Rajendra S Pawar (DIN: 00042516), Chairman & Managing Director for the financial year, in which there is inadequacy or absence of profits, during the period commencing from April 1, 2014 till the time of his term as Managing Director i.e. January 23, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."



CHAIRMAN'S
INITIALS

Handwritten initials, possibly "R" with a checkmark, written in black ink.

MINUTE BOOK

8. **SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. VIJAY K THADANI (DIN: 00042527) AS CEO & WHOLE-TIME DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Vijay K Thadani (DIN: 00042527) as CEO and Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. April 1, 2014 on the terms and remuneration as mentioned hereunder:

Basic Salary: Rs. 602,000/- p.m. (In the grade of Rs. 300,000/- pm – Rs. 1,000,000 p.m.)

HRA: Rs. 481,600/- p.m. (up to 80% of the Basic Salary)

Perquisites, Benefits and Allowances:-

Mr. Vijay K Thadani, in addition to the basic salary, shall entitled to the following perquisites, benefits and allowances -

Part A:

Performance Linked Bonus: Annually payable as proposed by the Compensation / Remuneration Committee and approved by the Board of Directors, based on parameters of performance.

Part B:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund: As per the rules of the Company as applicable to the Managing Director and Whole-time Directors.
- b. Gratuity: which shall be limited to half a month's salary for each completed year of service, as per the scheme of the Company.

Part C:

Company Leased Accommodation/House Rent Allowance, Electricity, Gas, Water, Hard and Soft Furnishings, Books, Periodicals, Journals and Consumables, Medical Reimbursement, Group Term Insurance, Leave Travel Assistance, Fees of Clubs and Medical Insurance: As per the schemes of the Company applicable to the Executive Directors.

Part D:

Company's cars with drivers and telephone, internet and/ broadband facility at residence. However, the Company shall bill him, the charges relating to personal long distance calls and charges for using the office cars and phones for private purposes.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approvals as may be necessary, the Company is authorized to pay

AIRMAN'S
INITIALS

R



aravali
REGD.

minimum remuneration to Mr. Vijay K Thadani, CEO & Whole-time Director for the financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2014 till March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

9. SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. P RAJENDRAN (DIN: 00042531) AS COO & WHOLE-TIME DIRECTOR OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. P Rajendran (DIN: 00042531) as COO & Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. April 1, 2014 on the terms and remuneration as mentioned hereunder:

Basic Salary: Rs. 419,000/- p.m. (In the grade of Rs. 300,000/- pm – Rs. 1,000,000/- p.m.)

HRA: Rs. 335,200/- p.m. (up to 80% of the Basic Salary)

Perquisites, Benefits and Allowances:-

Mr. P Rajendran, in addition to the basic salary, shall entitled to the following perquisites, benefits and allowances -

Part A:

Performance Linked Bonus: Annually payable as proposed by the Compensation / Remuneration Committee and approved by the Board of Directors, based on parameters of performance.

Part B:

- a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund: As per the rules of the Company as applicable to the Managing Director and Whole-time Directors.
- b. Gratuity: which shall be limited to half a month's salary for each completed year of service, as per the scheme of the Company.

Part C:

Company Leased Accommodation/House Rent Allowance, Electricity, Gas, Water, Hard and Soft Furnishings, Books, Periodicals, Journals and Consumables, Medical Reimbursement, Group Term Insurance, Leave Travel Assistance, Fees of Clubs and Medical Insurance: As per the schemes of the Company applicable to the Executive Directors.



**CHAIRMAN'S
INITIALS**

R

MINUTE BOOK

Part D:

Company's cars with drivers and telephone, internet and/ broadband facility at residence. However, the Company shall bill him, the charges relating to personal long distance calls and charges for using the office cars and phones for private purposes.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approvals as may be necessary, the Company is authorized to pay minimum remuneration to Mr. P Rajendran, COO & Whole-time Director for the financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2014 till March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

10. ORDINARY RESOLUTION FOR APPOINTMENT OF MR. ANAND SUDARSHAN (DIN: 00827862), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

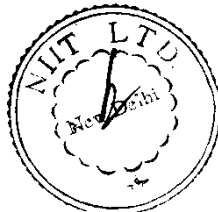
RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Anand Sudarshan (DIN: 00827862), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f October 11, 2013 and who holds office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Anand Sudarshan as candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company to hold office for 5 consecutive years up to March 31, 2019, not liable to retire by rotation."

11. ORDINARY RESOLUTION FOR APPOINTMENT OF MS. GEETA MATHUR (DIN: 02139552), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. April 1, 2014 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Geeta Mathur as candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company to hold office for 5 consecutive years up to March 31, 2019, not liable to retire by rotation."

CHAIRMAN'S
INITIALS

R



MINUTE BOOK

Saraswati
REGD.

12. **ORDINARY RESOLUTION FOR APPOINTMENT OF MR. SANJAY KHOSLA (DIN: 00981819), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Sanjay Khosla (DIN: 00981819), Director of the Company who retires by rotation at the ensuing Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Sanjay Khosla for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years up to March 31, 2019, not liable to retire by rotation."

13. **ORDINARY RESOLUTION FOR APPOINTMENT OF MR. SURENDRA SINGH (DIN: 00003337), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Surendra Singh (DIN: 00003337), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Surendra Singh for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years up to March 31, 2019, not liable to retire by rotation."

Date : 18.07.2014
Place : New Delhi


CHAIRMAN

Certified True Copy

For NIIT Limited


Raresh Arora
Company Secretary

CHAIRMAN'S
INITIALS