

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of NIIT Technologies Limited will be held on Monday, August 01, 2016, at 9:00 A.M. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110074 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, 2016, together with 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, 2016 together with Report of the Auditors thereon;
- To declare dividend on Equity Shares of the Company.
- 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.
- 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 Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration and if thought fit, to pass the following resolution, with or without modifications 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 the Companies (Audit & Auditors) Rules, 2014 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.”

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

Lalit Kumar Sharma

Place: Noida Company Secretary & Legal Counsel
Date : May 6, 2016 Membership No. FCS 6218

Notes:

- 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.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 OR SHAREHOLDER.

- 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 at 8, Balaji Estate, 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 (i.e. on or before July 30, 2016 at 9:00 A.M. IST). A blank proxy form is enclosed. The Members may please note that:

- All un-named, undated, unstamped or inadequately stamped proxy forms 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.
- Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company in the business hours 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 proxies lodged is required to be provided to the Company at its Registered Office situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019 or Email: investors@niit-tech.com, Ph. No. +91 11 41675000 Fax: +91 11 41407120 Website: www.niit-tech.com

- 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 Annual General Meeting.
- Members/proxies/authorised representatives are requested to bring to the Meeting, duly completed and signed Attendance Slips mentioning therein the details of their DP ID & Client ID/Folio No. to attend the Meeting.

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5. Final dividend of Rs.10/- per equity share has been recommended by the Board of Directors for the Year ended March 31, 2016 pursuant to the provisions of the Companies Act, 2013, and if declared at the ensuing Annual General Meeting, it will be paid within 30 days of the declaration, i.e. on or before August 31, 2016, 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 Monday, July 25, 2016.
6. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., Tuesday, July 26, 2016 to Monday, August 01, 2016 (both days inclusive).
7. 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).
8. 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.
9. 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 the same. 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. We encourage members to utilise Electronic Clearing System (ECS) for receiving Dividends.
10. In terms of provisions of Companies Act, 2013, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form - SH 13). The said form can be downloaded from the Company's website www.niit-tech.com (under 'Investors' section). Members holding shares in physical form may submit the same to the Company at the Registered Office. Members holding shares in electronic form may submit the same to their respective Depository Participant.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. The following Registers will be available for inspection of Members of the Company at the Annual General Meeting:
 - Register of Directors & KMP u/s 170 of the Companies Act, 2013
 - Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013
13. The certificate from the Auditors of the Company certifying that the Company's Employee 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 the Members.
14. 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.
15. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
16. Pursuant to Section 205A and 205C of the Companies Act, 1956 (corresponding to Section 124 of the Companies Act, 2013), all unclaimed/unpaid dividend for the Financial Year ended on March 31, 2008, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year. No claim shall be entertained against IEPF or the Company for the amount already transferred.
Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2009

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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, 2016, the amount outstanding in unclaimed dividend account for the Financial Year ended March 31, 2009 is Rs. 24,82,551.50. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.niit-tech.com.

17. 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.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
19. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Director for his reappointment.
20. 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 address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.
21. 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. Members may also note that the Notice and Annual Report for the Financial year 2015-16 will also be available on the Company's website www.niit-tech.com.

22. Electronic copy of the Notice of the 24th Annual 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 address, physical copies of the aforesaid documents are being sent by the permitted mode.
23. The Route map showing the directions to reach the venue is annexed to the Notice.

24. Voting through electronic means :

In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and 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, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 24th Annual General Meeting to be held on August 01, 2016 at 09:00 A.M., electronically through the e-voting service provided by NSDL.

Resolution(s) passed by the Members through e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.

The e-voting facility will commence from **Thursday, July 28, 2016 at 9:00 A.M. and end on Sunday, July 31, 2016 at 5:00 P.M.** Further, e-voting shall not be allowed beyond the said period.

The facility for voting through polling paper shall also be made available at the Annual General Meeting and the Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

25. Instructions for Remote 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).

- (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.

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- (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 on 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) The Home page of Remote e-voting opens. Click on remote **e-voting>ActiveVoting Cycles**.
 - (vii) Select **“EVEN”** (E-Voting Event Number) of “NIIT Technologies Limited”.
 - (viii) Now you are ready for 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/JPEG 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) and Remote e-voting user manual to the Members available at the download 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 the 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.
 3. Any person, who acquires shares of the Company and become 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 evoting@nsdl.co.in or to the 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. Upon 5 unsuccessful attempts to provide the correct password or if you forget 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. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes.
 5. Mr. Nityanand Singh, Company Secretary (Membership No. FCS- 2668) of M/s Nityanand Singh & Co., Company Secretaries has been appointed 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.
 6. 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 Annual General Meeting through ballot paper or electronic means. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiner, by use of “Ballot Paper” for all those members who are present at the Annual General Meeting but have not cast their votes by availing the Remote e-voting facility.
 7. The Scrutinizer shall after the conclusion of voting at 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 48 hours of the conclusion of the Annual General Meeting, 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.
 8. The Results declared alongwith the Report of the Scrutinizer shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate office and the same shall also 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/-
Lalit Kumar Sharma**
- Place: Noida Company Secretary & Legal Counsel
Date : May 6, 2016 Membership No. FCS 6218**

NIIT Technologies Limited

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019
Email: investors@niit-tech.com , Website: www.niit-tech.com
Ph. No. +91 11 41675000 Fax : +91 11 41407120
CIN:L65993DL1992PLC048753



NOTICE

Details of Director seeking re-appointment at the Annual General Meeting pursuant to Item No. 3 of the aforesaid Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Secretarial Standard on General Meetings is provided herein below:

Name	Mr. Vijay K Thadani
Date of Birth	February 15, 1951
Qualification	Bachelor of Technology, Electrical Engineering from Indian Institute of Technology, Delhi
Experience/Expertise in specific functional areas	Wide experience in Information Technology industry
Date of first appointment on the Board	12/12/2003
Number of shares held in the Company	1857 Equity Shares*
Relationship with other Directors inter-se	None
Directorships held in other Public Companies (excluding foreign companies and Section 8 Companies)	(i) NIIT Limited (ii) MindChampion Learning Systems Limited (iii) NIIT Institute of Process Excellence Limited (iv) NIIT Institute of Finance Banking and Insurance Training Limited (v) NIIT Yuva Jyoti Limited
Membership/Chairmanship of Committees of other Public Companies (includes only Audit and Stakeholders' Relationship Committee)	Audit Committee (i) NIIT Limited (Member) (ii) NIIT Yuva Jyoti Limited (Chairman) Stakeholders' Relationship Committee (i) NIIT Limited (Member)
Note: *Break-up of Equity shareholding: - 759 equity shares in the name of Vijay K Thadani – HUF - 100 equity shares in the name of Mr. Vijay K Thadani & Ms. RenukaThadani - 998 equity shares in the name of Ms. Renuka Vijay Thadani & Mr. Vijay K Thadani. For other details such as number of meetings of the Board attended during the year and remuneration drawn, please refer to the Corporate Governance Report.	

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

Lalit Kumar Sharma

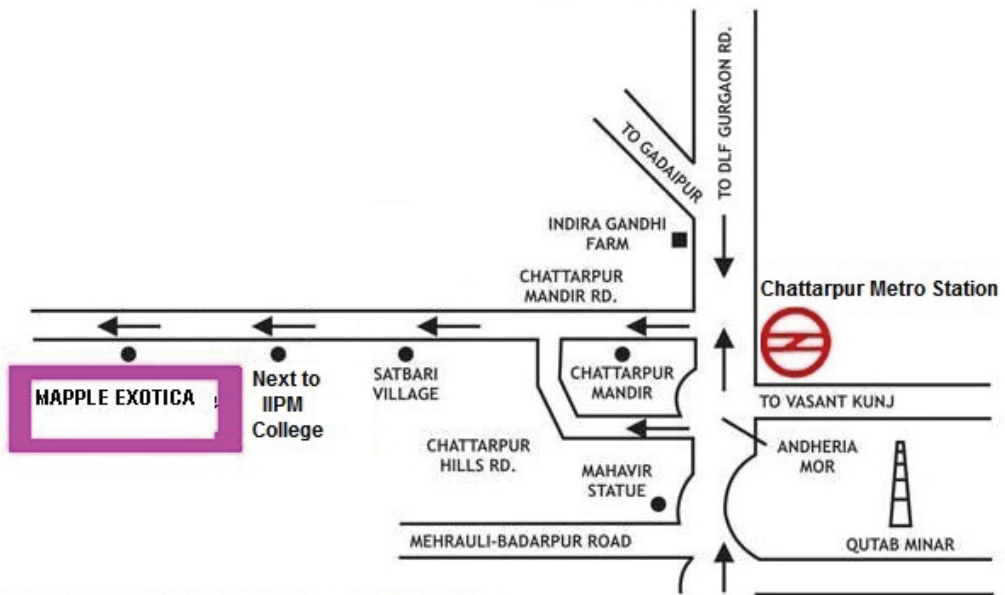
**Company Secretary & Legal Counsel
Membership No. FCS 6218**

Place : Noida

Date : May 6, 2016

Route Map of Annual General Meeting Venue

Location Map



Chattarpur Mandir to Mapple Exotica Around 4Km

NIIT Technologies Limited



CIN:L65993DL1992PLC048753

Regd. Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019

Tel Nos. : +91 1141675000, Fax: +91 11 41407120, e-mail ID: investors@niit-tech.com, website: www.niit-tech.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)
24th Annual General Meeting – August 01, 2016

Name of the Member(s) : _____

Registered Address : _____

Email ID : _____

DP ID No. :

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Folio No. / Client ID No. :

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I/We, being the member(s) ofShares of the above named
Company, hereby appoint:

Name:_____ Address: _____

_____ E-mail Id: _____

Signature: _____

or failing him/her

Name:_____ Address: _____

_____ E-mail Id: _____

Signature: _____

or failing him/her

Name:_____ Address: _____

_____ E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Monday, August 01, 2016 at 09.00 A.M. IST, at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi – 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Proxy Form Cont....

Resolution Number	Resolution
Ordinary Business	
1	To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and Report of the Auditors thereon
2	To declare dividend on Equity Shares of the Company.
3	Appointment of Mr. Vijay Kumar Thadani (DIN: 00042527) who retires by rotation and, being eligible, offers himself for re-appointment.
4	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.

Signed this _____ day of _____ 2016

Signature of Member _____

Signature of Proxy holder(s) _____

Affix Revenue
Stamp not less
than Re.1.00

Notes:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, either in person or through post, not later than 48 hours before the commencement of the Annual General Meeting. Any undated, unstamped or inadequately stamped proxy form or upon which the stamps have not been cancelled shall not be considered as valid.
2. A proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. In case, both the member and proxy attend the meeting, the proxy shall automatically stand revoked. A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
4. Proxy-holder shall carry his/her identity proof (Driving License/Adhaar Card/Voter ID Card/Passport/PAN card) in order to prove his/her identity at the Annual General Meeting.
5. In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.
6. Since, there is no special business to be transacted at the upcoming Annual General Meeting, the Statement pursuant to Section 102 of the Companies Act, 2013 & Rules enacted therein is not applicable. However, the detailed profile of Mr. Vijay Kumar Thadani in respect of the ordinary business no. 3 is provided as annexure to the Notice.

