

NIIT

NIIT LIMITED

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

CIN: L74899DL1981PLC015865

Ph No.: 011-41675000, Fax No.: 011-41407120

Website: www.niit.com ; Email: investors@niit.com

POSTAL BALLOT FORM

Sr. No.:

- Name (s) of Shareholder(s) / Beneficial Holder (Including joint –holder, if any) (in Block letters)
- Registered address of the sole / first named shareholder
- Registered Folio No / DP ID* & Client ID No.* (*Applicable to Shareholder(s) holding shares in Dematerialized form)
- No. of Equity Shares held
- I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated December 15, 2014 by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate column below:-

Item No.	Description	No. of shares held	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1	Special Resolution to authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 Crores, which may exceed the aggregate of paid up share capital and free reserves of the Company			() () () ()
2	Special Resolution to authorize the Board of Directors to secure the borrowings			() ()
3	Special Resolution to authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan			() () ()

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: January 28, 2015 up to 6.00 p.m.

INSTRUCTIONS

1. Shareholder(s) desiring to exercise vote by postal ballot, should complete the Postal Ballot Form and send it to the Scrutinizer at the address mentioned on the self-addressed pre-paid postage business reply envelope. Postage will be borne and paid by the Company. Envelope containing the Postal Ballot Form, if deposited in person or sent by courier at the expenses of the Shareholder(s) will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Shareholder, as per the specimen signature registered with the Company or the Depository Participant(s), as the case may be. In case of joint holding, the form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Shareholder shall be annexed to the Postal Ballot Form.
3. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
4. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter together with the specimen signatures of the duly authorized signatory(ies).
5. A tick mark (✓) should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot form. The assent / dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
6. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. (IST) on January 28, 2015. Postal Ballot Form received after this date and time, will be strictly treated as if the reply from such Shareholder(s) has not been received.
8. Shareholders are requested to complete the Postal Ballot Form in indelible ink. [avoid completing it by using erasable writing medium(s) like pencil].
9. The Postal Ballot shall not be exercised by a Proxy.
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. Kindly note that the Shareholders can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote through E-Voting facility as well as send physical Postal Ballot Form, then voting through e-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid.
12. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide facility to its members to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-Voting are as under:

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open the e-mail and also open PDF file viz: "NIIT India e-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note 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 "e-Voting" opens. Click on e-Voting- Active Voting Cycles.
 - (vii) Select "EVEN" of NIIT 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/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 officenns@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is printed on the Postal Ballot Form
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as mentioned in (A) above, to cast vote.
 - II In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com
 - III If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - IV 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).
 - V The e-voting period commences on Tuesday, December 30, 2014 (9.00 a.m. IST) and ends on Wednesday, January 28, 2015 (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 19, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VI The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of December 19, 2014.
13. Shareholder(s) may request for a duplicate Postal Ballot Form, if so required. However, the duplicate Postal Ballot Form duly completed and signed should reach the Scrutinizer not later than the date and time specified at serial no. 7 above.
 14. The result of the postal ballot will be announced at 5.00 p.m. on Saturday, January 31, 2015 at the Registered Office of the Company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019 by the Chairman or his authorized representative and the resolutions shall be taken as passed effectively on the date of the announcement of postal ballot result. The result of the Postal Ballot will be intimated to the Stock Exchanges, where the shares of the Company are listed and shall also be published in newspapers. The Postal Ballot result alongwith Scrutinizers Report shall also be posted on the website of the Company at www.niit.com and NSDL at www.nsd.com

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NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

DEAR SHAREHOLDERS,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ('the Rules'), to the shareholders of NIIT Limited ('the Company') to seek their approval by way of postal ballot for the following Special Business:

1) **To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 crores which may exceed the aggregate of paid up share capital and free reserves of the Company** – The shareholders of the Company vide Ordinary Resolution dated March 29, 1996 passed under the erstwhile Section 293(1)(d) of the Companies Act, 1956 had accorded their consent to the Board of Directors of the Company ("Board") to borrow funds upto an amount of Rs. 500 Crores. Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the said power can be exercised by the Board only with the consent of the shareholders obtained by means of a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution which was passed under erstwhile Section 293(1)(d) of the Companies Act, 1956 was valid for a period of one year from the date of notification of Section 180 of the Companies

Act 2013, i.e. up to September 11, 2014. Therefore, it is necessitated due to change in the Company Law to obtain fresh approval of the shareholders by means of a Special Resolution.

2) **To authorize the Board of Directors of the Company to secure the borrowings**

– The shareholders of the Company vide Ordinary Resolution dated March 29, 1996 passed under the erstwhile Section 293(1)(a) of the Companies Act, 1956 had accorded their consent to the Board of Directors of the Company ("Board") to create charge/mortgage/hypothecation on the assets of the Company for an amount not exceeding Rs. 500 Crores to secure the borrowings. Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the said power can be exercised by the Board only with the consent of the shareholders obtained by means of a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution which was passed under erstwhile Section 293(1)(a) of the Companies Act, 1956 was valid for a period of one year from the date of notification of Section 180 of the Companies Act 2013, i.e. up to September 11, 2014. Therefore, it is necessitated due to change in the Company Law to obtain fresh approval of the shareholders by means of a Special Resolution.

3) **To authorize the Board of Directors to make investments or give loans/guarantees or provide securities in**

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connection with a loan– The Company makes investment in and gives loans to its subsidiary companies as and when needed to support them / their operations to overcome the financial mismatch. The Company also provides corporate guarantees on behalf of its subsidiary companies to the banks / financial institutions / lenders for the financial assistance provided by them.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can make any investment, loan or give guarantee or provide security beyond the prescribed ceiling limit of (a) 60% of the aggregate of paid-up share capital and free reserves and securities premium account; or (b) 100% of the aggregate of its free reserves and securities premium account, whichever is more, only with the consent of the shareholders obtained by means of a Special Resolution.

Taking into the consideration, the requirements of additional loans to be given / investments to be made / guarantees to be provided by the Company to meet the financial requirements of its subsidiary companies, the approval of shareholders is required by means of a Special Resolution for an amount not exceeding Rs. 250 Crore which may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

The Company is, therefore, seeking shareholders' consent for the proposals as contained in the draft Special Resolutions enclosed herewith. Accordingly, the draft Special Resolutions and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to said

resolutions setting out all material facts concerning each resolution and the reasons thereto are annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed.

The Company has appointed Mr. Nityanand Singh of M/s Nityanand Singh & Co., Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed pre-paid postage business reply envelope, so as to reach the Scrutinizer before the closing of working hours (6:00 p.m.) on Wednesday, January 28, 2015. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the member. No other form or photocopy thereof is permitted.

Shareholders may choose to vote using the **e-voting facility**, the details whereof are specified in the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Saturday, January 31, 2015 at 5.00 p.m. at the Registered Office of the Company at NIIT Limited, 8 Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website i.e. www.niit.com and also

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on the website of National Securities Depository Limited (NSDL) i.e. www.nsdl.co.in and shall be communicated to the stock exchanges where the Company's shares are listed.

The resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. January 31, 2015.

Item No. 1

To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 crores which may exceed the aggregate of paid up share capital and free reserves of the Company

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT in supersession of earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company including any Committee thereof (hereinafter referred to as "the Board") to borrow such sum of money, as may be considered fit for the purpose of the business of the Company, from time to time, in one or more tranches, which together with the money(ies) already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Bankers / financial institutions etc. in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of the Company,

provided however that the total borrowings of the Company at any point of time and outstanding shall not exceed Rs. 500 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary".

Item No. 2

To authorize the Board of Directors of the Company to secure the borrowings

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") for mortgaging / charging / hypothecating the movable or immovable properties of the Company, both present and future, or on the whole or substantially the whole of the undertaking(s) of the Company in such form and manner as the Board of Directors may deem fit, for securing loan(s) and /or advances obtained or that may be obtained from any financial institutions / Banks together with interest, costs, charges and expenses payable

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by the Company to the concerned lenders and for the purpose of securing the securities (if they comprise of fully / party secured convertible Debentures and /or secured Non-Convertible Debenture or any other secured debt instrument) together with interest, remuneration of the Trustees, Premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the Trust Deed /other documents, to be finalized and executed between the Company and the Trustees / Lenders and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Trustees / Lenders, upto a value of and within the overall borrowing limit of Rs. 500 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary".

Item No. 3

To authorize the Board of Directors to make investments or give loans/guarantees or provide securities in connection with a loan

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions of the Companies Act, 2013 read with relevant Rules

thereof (including and statutory modification or re-enactment thereof for the time being in force) and such other approvals, consents, sanctions, permissions as may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to make loan and /or investment or provide any guarantee /security or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, on such terms and conditions as may be decided by the Board upto a maximum amount of Rs. 250 Crores notwithstanding that the aggregate amount of all the loans/investments/ securities/investments so far made together with the proposed loans/guarantees/securities/ investments to be made, exceed the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary".

**By Order of the Board
For and on behalf of NIIT Limited**

Sd/-

Rajesh Arora

Place : New Delhi Company Secretary

Date : December 15, 2014

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and reasons for the proposed Special Business appended herein.
2. The Postal Ballot Notice is being sent to the members, whose name appear in the Register of Members / Records of Depositories as on December 19, 2014. Postal Ballot Notice and Forms are being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participant(s). In respect of others, these documents are being sent by permitted mode.
3. In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the reverse of the Postal Ballot Form.
4. All the documents referred to in the Notice and Explanatory Statement are open for inspection at the registered office of the Company on all working days except Saturdays & Sundays between 8.00 a.m. to 5.00 p.m. upto January 28, 2015.
5. In case of any queries, the shareholders may address their grievances to The Compliance Officer, NIIT Limited, Investor Services, 8,

Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019; Tel No.: +91 11 41675000; Fax: +91 11 41407120; email: investors@niit.com

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

Item No 1:

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow funds for the general corporate purpose of the Company, exceeding aggregate of paid up share capital and free reserves of the Company.

The shareholders of the Company vide resolution dated March 29, 1996 had accorded their consent to the Board of Directors to borrow the funds upto an amount of Rs. 500 crores as the same was exceeding the aggregate of the paid up share capital and free reserves of the Company at that time. The Company had used these limits in the past on as and when required basis.

Under the provisions of Section 180(1)(c) of the Companies Act 2013, which was made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution which was passed under erstwhile Section 293(1)(d) of the Companies Act, 1956 was valid for a period of one year from the date of notification of Section 180 of the Companies Act 2013, i.e. up to September 11, 2014.

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Therefore, it is proposed to seek the approval of members by way of a Special Resolution under Section 180(1)(c) of the Companies Act 2013 to authorize the Board of Directors of the Company to borrow funds upto Rs. 500 crores, which may exceed the aggregate of paid up share capital and free reserves of the Company.

It should be noted that the Company has global operations which it conducts through its subsidiary companies. The proposed borrowing limits shall give the Company sufficient flexibility to address any emerging opportunities including current operations, financial requirements, business expansion and any emerging investment requirement in a time bound manner.

The Board, therefore, recommends the Special Resolution as set out in item no. 1 in the accompanying Notice for approval of shareholders through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution either financially or otherwise, except to the extent of their equity holding in the Company, if any.

Item No. 2

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a company could, with the consent of the shareholders by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees, to secure the repayment of money (ies) borrowed by the

company.

The shareholders of the Company vide resolution dated March 29, 1996 had accorded their consent to the Board of Directors to create charge(s)/mortgage(s)/hypothecation on the Company's assets for an amount not exceeding Rs. 500 Crores to secure the borrowings.

Under the provisions of Section 180(1)(a) of the Companies Act 2013, which was made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution through postal ballot. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution which was passed under erstwhile Section 293(1)(a) of the Companies Act, 1956 was valid for a period of one year from the date of notification of Section 180 of the Companies Act 2013, i.e. up to September 11, 2014.

Therefore, it is proposed to seek the approval of members by way of a Special Resolution under Section 180(1)(a) of the Companies Act 2013 to authorize the Board of Directors of the Company to create charge/mortgage/hypothecation on the assets of the Company for an amount not exceeding Rs. 500 Crores to secure the borrowings.

The Board, therefore, recommends the Special Resolution as set out in item no. 2 in the accompanying Notice for approval of shareholders through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or

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interested in the said resolution either financially or otherwise, except to the extent of their equity holding in the Company, if any.

Item No. 3

The Company makes investment in and gives loans to its subsidiary companies as and when needed. The Company also provides corporate guarantees on behalf of its subsidiary companies to the banks / financial institutions for the financial assistance provided by them.

Under the erstwhile Section 372A of the Companies Act, 1956, the Board of Directors of a company could, with the consent of the shareholders obtained by a Special Resolution, make any investment, loan or give guarantee or provide security in excess of (a) 60% of the aggregate of paid-up share capital and free reserves; or (b) 100% of its free reserves, whichever is more. Further, the provisions of aforesaid Section was not applicable in the case where the loan/guarantee/investments were made in the wholly owned subsidiary of the Company and accordingly amount of such loan/guarantee/investments was not required to be included while computing the aforesaid limits.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company cannot make any investment, loan or give guarantee or provide security in excess of (a) 60% of the aggregate of paid-up share capital and free reserves and securities premium account; or (b) 100% of the aggregate of its free reserves and securities premium account, whichever is more.

Further, if the company wishes to make any investment, loan or give guarantee or provide security or acquire by way of subscription or otherwise securities of any other body corporate in excess of the limits as prescribed above, it is required to obtain approval from the shareholders by way of a Special Resolution. However such approval of shareholders is not required if such loan/investment/guarantee/security etc. has been provided by the company to its wholly owned subsidiary company. Further, under the provisions of Section 186 of the Companies Act, 2013, while computing the aforesaid limits, amount of such loan/guarantee/investments made or to be made in the wholly owned subsidiary companies are required to be included.

It should be noted that the Company has global operations which it conducts through its subsidiary companies. Considering the requirement of additional loans to be given / investments to be made / guarantees to be provided by the Company for business expansion, financial requirements of its subsidiary companies particularly for its emerging and fast growing Managed Training Services business, the approval of shareholders is required by means of a Special Resolution to enable the Board of Directors for making further investment, providing loans or give guarantees or provide security in connection with loans to subsidiary companies for an amount not exceeding Rs. 250 Crore which may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

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The Board, therefore, recommends the Special Resolution as set out in item no. 3 in the accompanying Notice for approval of shareholders through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution either financially or otherwise, except to the extent of their equity

holding in the Company, if any.

**By Order of the Board
For and on behalf of NIIT Limited**

Sd/-

Rajesh Arora

Place : New Delhi

Company Secretary

Date : December 15, 2014