

NIIT

NIIT Limited

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

www.niit.com

October 7, 2015

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| <p>1. BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001</p> <p>Fax no : 022 – 22722041, 22723121</p> | <p>2. National Stock Exchange of India Ltd
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051</p> <p>Fax No. : 022-26598237, 26598238</p> |
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Sub: Minutes of the Annual General Meeting held on September 8, 2015

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, we are pleased to enclose herewith a copy of the Minutes of the Annual General Meeting of the members of Company held on September 8, 2015 for your information and records.

Kindly acknowledge receipt.

Thanking you,

Yours truly,
For **NIIT Limited**


Mukesh Kumar
Company Secretary

Encl: as above

MINUTES OF THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF NIIT LIMITED HELD ON TUESDAY, SEPTEMBER 8, 2015, AT 10:00 A.M. AT MAPPLE EXOTICA, KHASRA NO. 123, CHATTARPUR MANDIR ROAD, SATBARI, NEW DELHI – 110074 AND CONCLUDED AT 10:45 A.M.

PRESENT

Directors:

Mr. Rajendra S. Pawar : Chairman
Mr. Vijay K. Thadani : Vice- Chairman and Managing Director
Mr. P. Rajendran : Joint Managing Director
Mr. Surendra Singh : Independent Director & Chairman,
Stakeholders Relationship Committee
Mr. Anand Sudarshan : Independent Director
Ms. Geeta Mathur : Independent Director & Chairman, Audit
Committee

Officials:

Mr. Rahul K Patwardhan : Chief Executive Officer
Mr. Ashok Arora : Group Chief Financial Advisor
Mr. Rohit Gupta : Chief Financial Officer
Mr. Mukesh Kumar : Company Secretary

Auditors:

Mr. Abhishek Rara : Partner- M/s. Price Waterhouse, Statutory
Auditors
Mr. Md. Nazim Khan : Authorised Representative- M/s Nesar &
Associates, Secretarial Auditors
Ms. R. Parvathy : Partner, Ramanath Iyer & Co., Cost Auditors
Mr. Jaydip Gupta : Chief Audit & Assurance

Special Invitee

: Proprietor, Mr. Nityanand Singh of
Nityanand Singh & Co; Company
Secretaries (Scrutinizer)

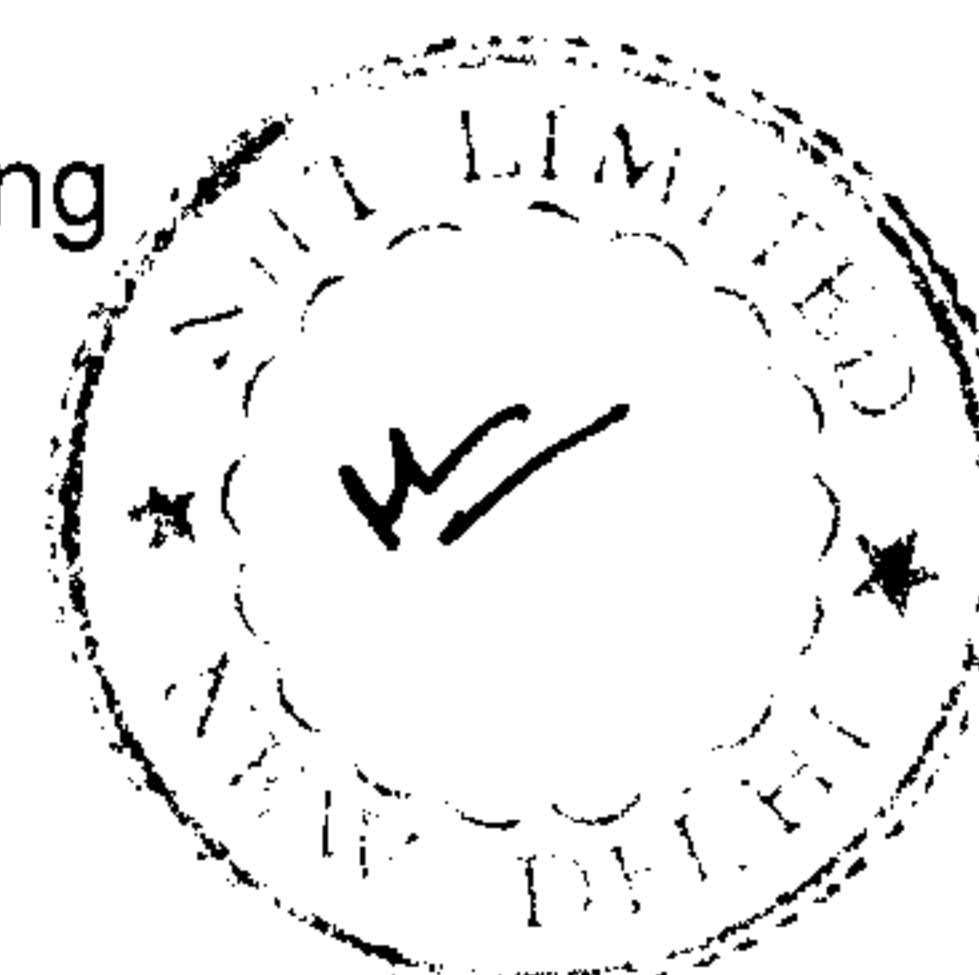
Members present in person : 334 holding 530,939,70 equity shares
(Including through Authorised
Representatives)
Members present in proxy : 1 holding 3,668,362 equity shares

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 32nd Annual General Meeting of the Company was taken as read.

STATUTORY REGISTERS

The Register of Directors, Key Managerial Personnel and their Shareholding, Register of Contracts or Arrangements in which directors are interested, Secretarial Audit Report and Auditors' Report and other relevant documents required to be kept for inspection were available for inspection and were accessible to all Shareholders present in meeting.

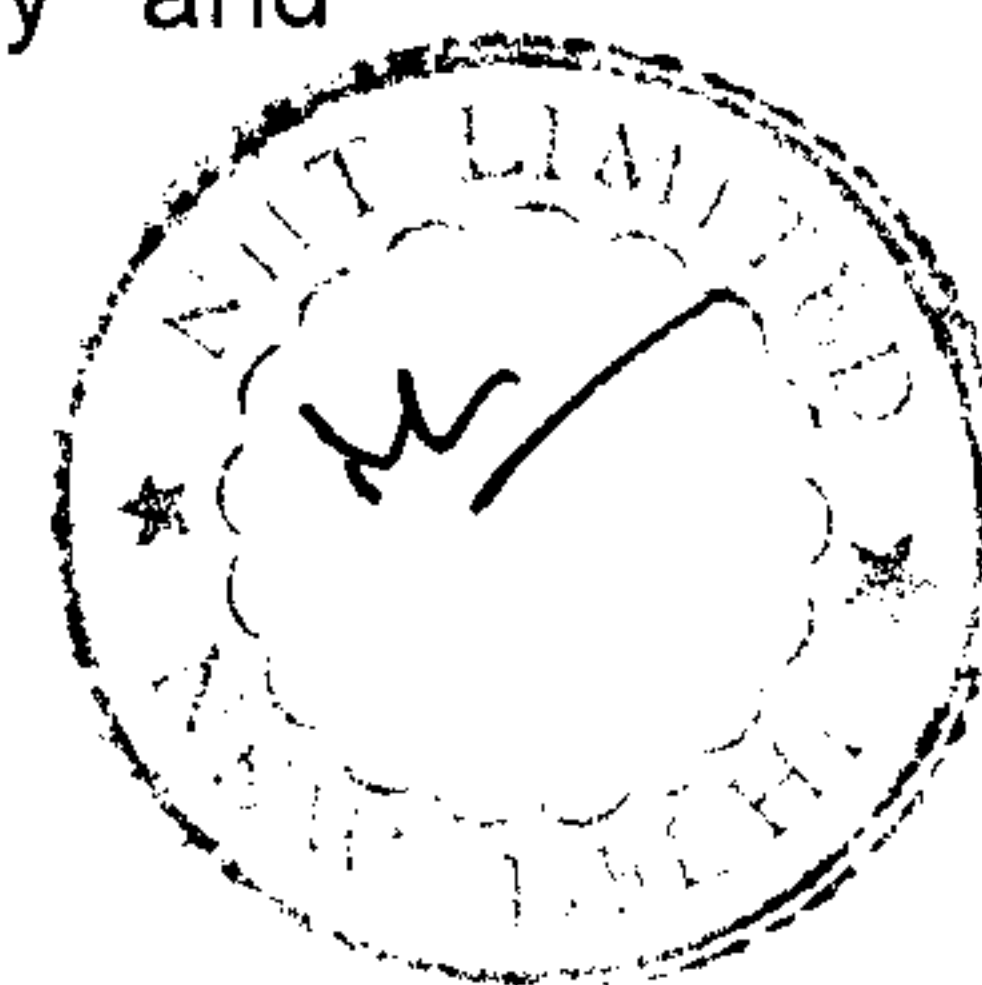
AUDITORS' REPORT

The Chairman informed the members that there is no qualification mentioned in the Auditors' report and the Secretarial Audit Report. He further informed that the Auditors in their report on the financial statements have stated a matter of emphasis which is self-explanatory.

OTHER MATTERS:

The Chairman also explained the objectives and implications of the proposed resolutions to the members. He stated that six resolutions were set out in the notice of the Annual General Meeting for members' approval. Items Nos. 1 to 3 relate to ordinary business and require approval by way of one ordinary resolution each. Item No. 4 relates to the alteration in the authorized share capital of the company to make all the equity shares in the authorized share capital of the company to be of the same face value i.e. Rs. 2/- each. Further, Item No. 5 relates to the ratification of remuneration of Cost Auditor in compliance with the provisions of Section 148 of the Companies Act, 2013 read with rules made thereunder and Item No. 6 relates to the appointment of Mr. Vijay K Thadani as Managing Director of the Company with effect from April 1, 2015.

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/ future growth plans of the Company which were satisfactorily responded by Mr. Rajendra S Pawar, Chairman, Mr. Vijay K Thadani, Vice-Chairman and Managing Director of the Company and Mr. Rahul K Patwardhan, Chief Executive Officer of the Company.



The Chairman informed the members that Mr. Nityanand Singh, Company Secretary of M/s Nityanand & Co., Company Secretaries has been appointed as the scrutinizer to scrutinize the e-voting and voting through ballot process in a fair and transparent manner. The members were informed that the Company had provided Remote E-voting facility to the members to cast their votes between 5th September 2015 to 7th September 2015 in proportion to their shareholding in the Company as on September 1, 2015 on all the ordinary business and special business items as set out in the Notice of AGM. Also in terms in clause 35B of the Listing Agreement, in order to enable the members who did not have access to e-voting facility, a ballot form was also annexed to the notice, to send their assent or dissent in writing in respect of the resolutions as set forth in the notice, not later than 7th September 2015 to the Scrutinizer.

The Chairman, thereafter, announced voting through ballot process on all the Ordinary and Special Business as mentioned in the Notice of the 32nd Annual General Meeting. He informed that the voting process would be conducted by the scrutinizer, Mr. Nityanand Singh. He further informed that the results of e-voting and voting through ballot process shall be announced on or before 10th September, 2015 and shall be available on the website of the Company and shall also be sent to the stock exchanges (NSE & BSE).

Thanking the members for their participation, suggestions and comments, the Chairman announced formal closure of the 32nd Annual General Meeting at 10:45 a.m.

CONDUCT OF VOTING BY BALLOT PROCESS

Mr. Nityanand Singh, Scrutinizer conducted the Voting by ballot process. Before start of voting by ballot process, the Ballot Papers were distributed to all the Members and proxies present at the meeting. Empty Ballot boxes were shown to the members and thereafter the Ballot Boxes were locked and sealed in the presence of the members and proxies present. After ensuring that all members and proxies participating in the Voting had casted their votes, the Scrutinizer closed the Ballot Box at around 11:00 a.m. The Scrutinizer then took custody of Ballot boxes.

Results of the Electronic Voting and Voting By ballot process on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Tuesday, 8th September, 2015

The consolidated results of e-voting and voting by ballot process at the AGM was announced by Mr. Rajendra S Pawar, Chairman of the Company on September 10, 2015 wherein all the resolutions for the ordinary and special businesses as set out in Item nos. 1 to 6 in the Notice of the 32nd Annual General Meeting of the Company were duly passed by the requisite majority.

Summary of the results of voting on each of the resolutions is given hereinbelow:



Resolution No.1:

Adoption of :

- a) The Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the reports of the Auditors and Directors thereon.
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the report of the Auditors thereon.

(Ordinary Resolution)

Mode of voting	No. of Votes Polled	No. of Votes - in favour	% of votes in favour on votes polled	No. of Votes - against	% of votes against on votes polled
E-voting	84,987,531	84,987,381	99.99	150	0.001
Ballot Paper	21,670	20,447	94.36	1,223	5.64
Grand Total	85,009,201	85,007,828	99.99	1373	0.01

Resolution No.2:

Appointment of a Director in place of Mr. P Rajendran (DIN: 00042531), who retires by rotation and being eligible, offers himself for re-appointment **(Ordinary Resolution)**

Mode of voting	No. of Votes Polled	No. of Votes - in favour	% of votes in favour on votes polled	No. of Votes - against	% of votes against on votes polled
E-voting	84,987,161	84,986,411	99.99	750	0.001
Ballot Paper	21,670	20,447	94.36	1,223	5.64
Grand Total	85,008,831	85,006,858	99.99	1,973	0.01

Resolution No. 3:

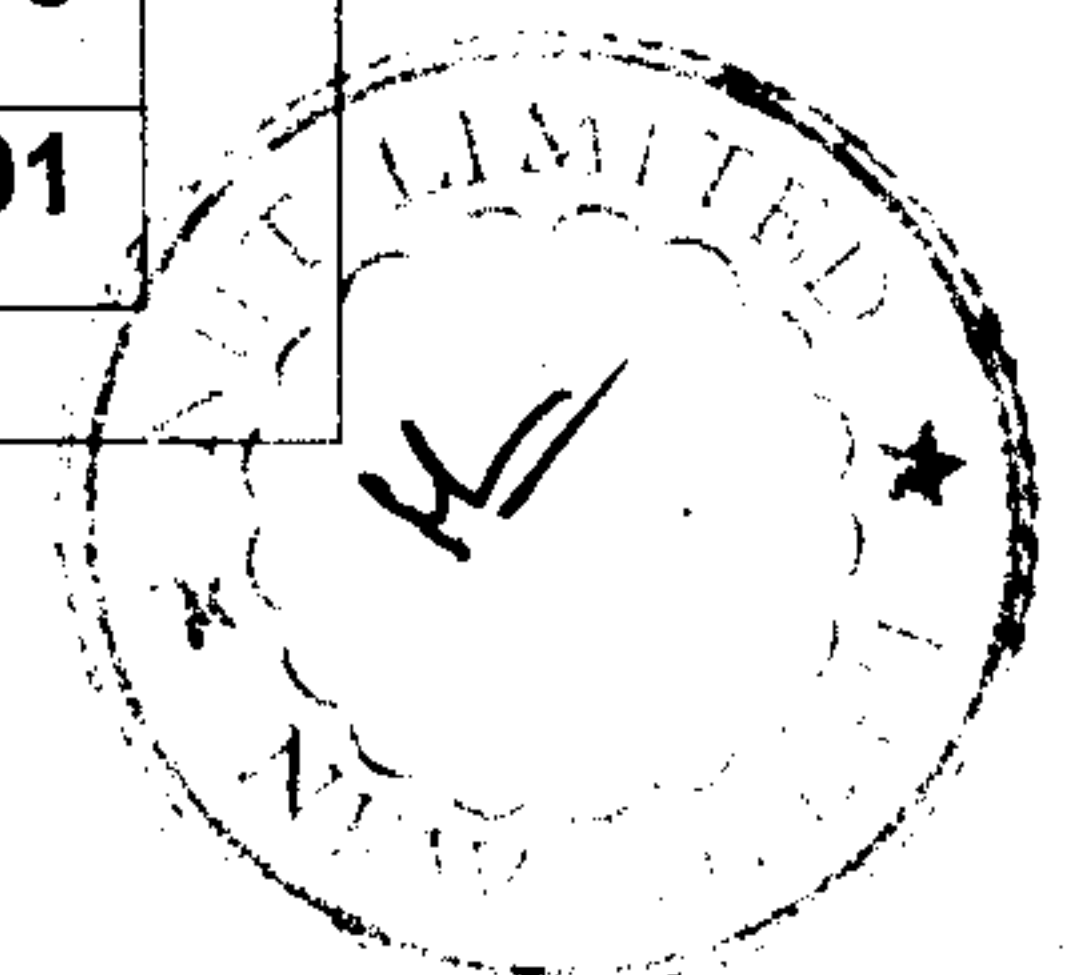
To ratify the appointment of M/s Price Waterhouse, Chartered Accountants, Firm Registration Number FRN301112E), as Statutory Auditors of the Company **(Ordinary Resolution)**

Mode of voting	No. of Votes Polled	No. of Votes - in favour	% of votes in favour on votes polled	No. of Votes - against	% of votes against on votes polled
E-voting	84,959,442	84,958,512	99.99	930	0.001
Ballot Paper	21,680	20,457	94.36	1,223	5.64
Grand Total	84,981,122	84,978,969	99.99	2,153	0.01

Resolution No.4:

Approval of Alteration in Authorized Share Capital of the Company **(Ordinary Resolution)**

Mode of voting	No. of Votes Polled	No. of Votes - in favour	% of votes in favour on votes polled	No. of Votes - against	% of votes against on votes polled
E-voting	84,987,181	84,983,761	99.99	3,420	0.001
Ballot Paper	21,670	18,685	86.22	2,985	13.78
Grand Total	85,008,851	85,002,446	99.99	6,405	0.01



Resolution No.5Ratification of remuneration of Cost Auditor (**Ordinary Resolution**)

Mode of voting	No. of Votes Polled	No. of Votes - in favour	% of votes in favour on votes polled	No. of Votes - against	% of votes against on votes polled
E-voting	84,986,831	84,985,901	99.99	930	0.001
Ballot Paper	21,670	18,722	86.40	2,948	13.60
Grand Total	85,008,501	85,004,623	99.99	3,878	0.01

Resolution No.6:Appointment of Mr. Vijay K Thadani as Managing Director of the Company (**Ordinary Resolution**)

Mode of voting	No. of Votes Polled	No. of Votes - in favour	% of votes in favour on votes polled	No. of Votes - against	% of votes against on votes polled
E-voting	84,984,681	84,984,111	99.99	570	0.001
Ballot Paper	21,680	20,420	94.20	1,260	5.80
Grand Total	85,006,361	85,004,531	99.99	1,830	0.01

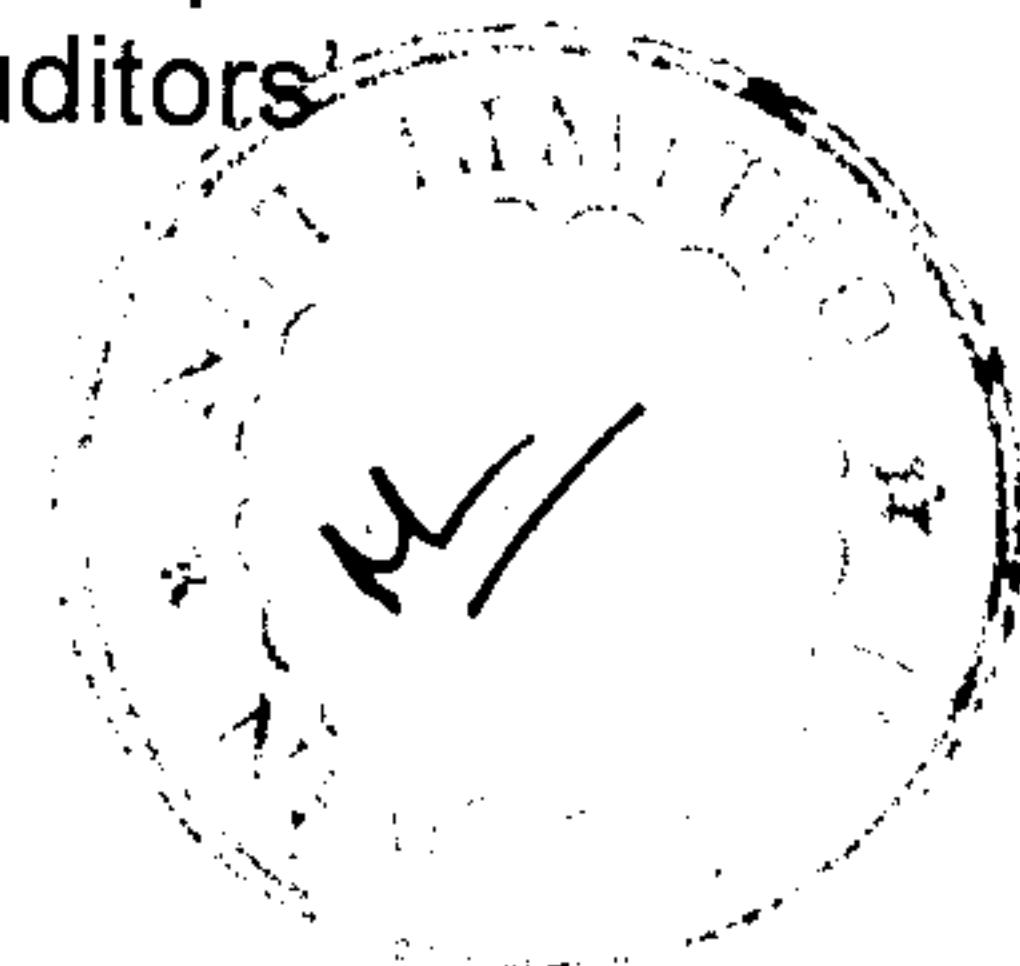
The resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 6 in the Notice of 32nd Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of 32nd Annual General Meeting of the Members held on September 8, 2015.

ORDINARY BUSINESSES

1. **ORDINARY RESOLUTION FOR THE ADOPTION OF:**
 - a) **THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015 TOGETHER WITH THE REPORTS OF THE AUDITORS AND DIRECTORS THEREON.**
 - b) **THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015 TOGETHER WITH THE REPORT OF THE AUDITORS THEREON.**

"RESOLVED THAT the Balance Sheet of the Company as at March 31, 2015, the Statement of Profit & Loss and the Cash Flow Statement for the financial year April 1, 2014 to March 31, 2015, together with the Reports of Auditors' and Directors' thereon be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Consolidated Balance Sheet of the Company as at March 31, 2015, the Consolidated Statement of Profit & Loss and the Cash Flow Statement for the financial year April 1, 2014 to March 31, 2015, together with the Reports of Auditors' thereon be and are hereby approved and adopted."



2. ORDINARY RESOLUTION FOR APPOINTMENT OF MR. P RAJENDRAN (DIN: 00042531), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

“RESOLVED THAT Mr. P Rajendran (DIN: 00042531), 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 139(2), 142(1) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as amended from time to time, the appointment of M/s Price Waterhouse, Chartered Accountants, (FRN301112E), be and is hereby ratified as Statutory Auditors of Company to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company at such remuneration as shall be fixed by the Board of Directors.”

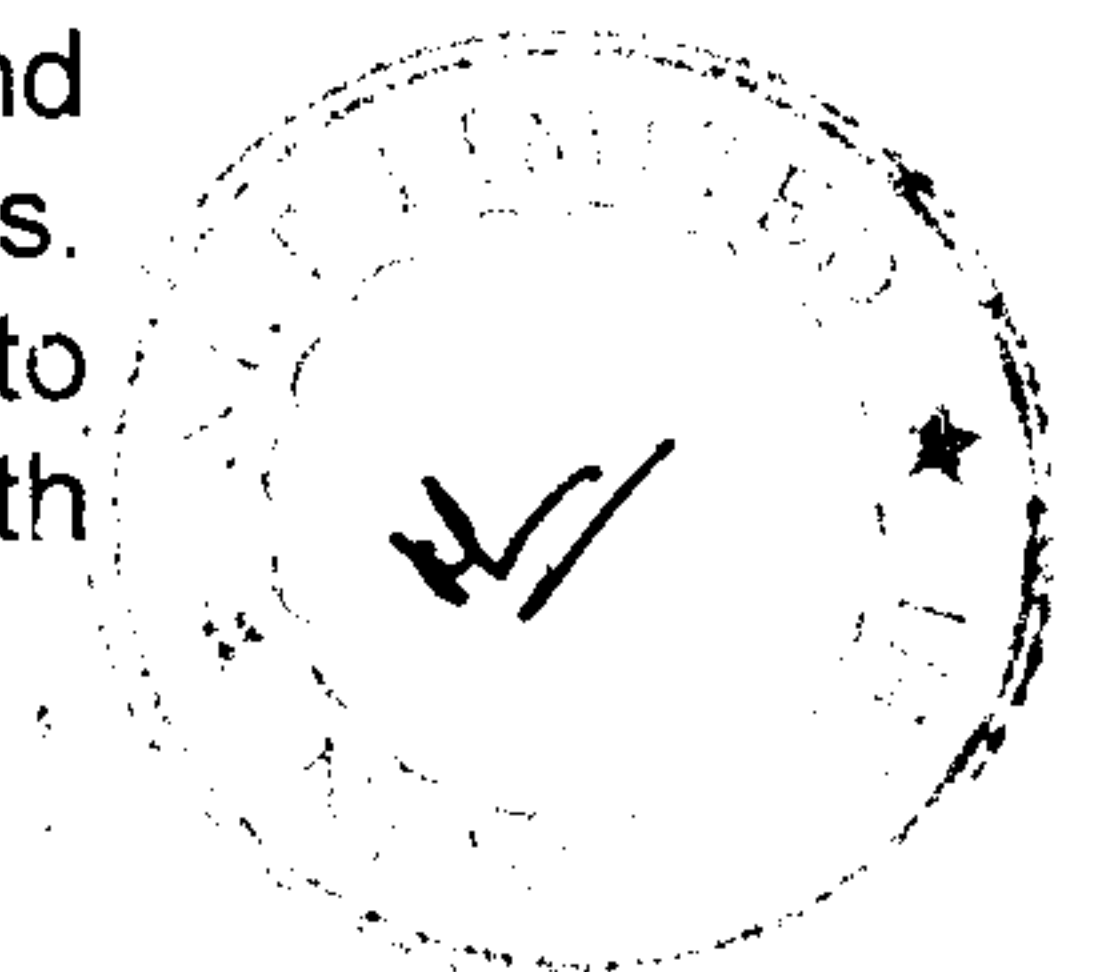
SPECIAL BUSINESSES

4. ORDINARY RESOLUTION FOR APPROVAL FOR ALTERATION IN AUTHORISED SHARE CAPITAL OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014, as amended from time to time and subject to such sanctions, consents, permissions as may be necessary, the consent of the members of the Company be and is hereby accorded for consolidation of 15,00,00,000 Equity Shares of Rs.1/- each comprised in the Authorized Share Capital of the Company into 7,50,00,000 Equity Shares of Rs. 2/- each and to sub-divide 1,36,00,000 Equity Shares of Rs. 10/- each comprised in the Authorized Share Capital of the Company into 6,80,00,000 Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be substituted by the following clause:

“V. The Authorized Share Capital of the Company is Rs.1,38,60,00,000/- (Rupees One hundred thirty eight crore and sixty lakh only) divided into 39,30,00,000 (Thirty nine crore and Thirty lakh) Equity Shares of Rs. 2/- each and 35,00,00,000 (Thirty five crore) 8.5% cumulative redeemable preference shares of Rs. 1/- each and 25,00,000 (Twenty five lakh) redeemable preference shares of Rs. 100/- each with the rights, privileges and conditions attaching thereto as provided by the requisitions of the Company for the time being with



power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes to attach thereto or in accordance with the Articles of the Company for the time being in force, and to modify, enlarge or abrogate any such right, privilege or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient to give effect to this resolution.”

5. ORDINARY RESOLUTION FOR RATIFICATION OF REMUNERATION OF COST AUDITOR

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, the remuneration of Rs. 2,50,000/- plus service tax and out of pocket expenses, payable to Ramanath Iyer & Co., Cost Accountants appointed as Cost Auditors of the Company for the financial year 2014-15 by the Board of Directors of the Company be and is hereby ratified.

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

6. ORDINARY RESOLUTION FOR APPOINTMENT OF MR. VIJAY K THADANI AS MANAGING DIRECTOR OF THE COMPANY (DIN: 00042527)

“**RESOLVED THAT** in partial modification of the resolution passed by the members at the 31st Annual General Meeting held on July 7, 2014, Mr. Vijay K Thadani, Director who was earlier designated as CEO & Whole time Director of the Company be and is hereby appointed as Managing Director of the Company with effect from April 1, 2015 on the same terms and conditions including remuneration, as approved earlier by the members.

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

