

NOTICE

Notice is hereby given that the Twenty-first Annual General Meeting of the members of NIIT Technologies Limited will be held on Monday, the 1st day of July, 2013, at 9:00 A.M. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110 074 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the financial year ended on that date alongwith the reports of the Auditors and Directors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr.Vijay K Thadani, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Amit Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration. M/s Price Waterhouse, Chartered Accountants, the retiring Auditors, are eligible for re-appointment.

By the Order of the Board
For **NIIT Technologies Limited**
Sd/-
Onkarnath Banerjee
Company Secretary
& Legal Head

Place : New Delhi
Date : May 17, 2013

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.
2. Required details of Directors seeking re-appointment in relation to agenda item nos. 3 & 4 are annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. **Members may please note that no gifts/gift coupons shall be distributed at the venue of the Annual General Meeting.**
5. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from June 22, 2013 to July 01, 2013 (both days inclusive). The dividend as recommended by the Board of Directors, if approved at the meeting, will be paid to those members whose names appear in the Register of Members as on July 01, 2013 for shares held in physical form and in respect of shares held in electronic form on the basis of beneficial ownership of shares as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business hours on June 21, 2013.
6. While members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Unit: NIIT Technologies Limited 2E/21, 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).
7. 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.
8. The Members desirous of appointing their nominee for the shares held by them may apply in the revised Nomination Form (Form 2-B) as amended by the Central Government vide their notification no GSR 836(E) dated October 24, 2000.
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 their bank details 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 incorporated in the dividend warrants so as to protect against any fraudulent encashment of dividend warrants.

The shareholders can obtain a copy of the ECS mandate form from the registered office of the Company or can be downloaded from the website of the Company at www.niit-tech.com

NOTICE (Contd.)

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.

10. 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.
11. 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.
12. The statutory registers maintained under Sections 301 and 307 of the Companies Act, 1956 and the certificate from the auditors of the Company certifying that the Company's stock option plan has been implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, and in accordance with the resolutions passed by the members in the general meeting will be available at the venue for inspection by members.
13. Green Initiative in the Corporate Governance : Go Paperless:-
The Ministry of Corporate Affairs ("MCA") has taken a 'Green initiative in the Corporate Governance' by allowing paperless compliances by Companies, stating that the service of documents by the companies to its members can be made through electronic mode.
Considering the move taken by MCA as a welcome step for the society at large, we propose to send various notices/documents like Notices of General Meetings, Audited Financial Statements, Auditor's Report, and Directors' Report, Corporate Governance Report & Management Discussion & Analysis Report etc. to the shareholders in electronic form to e-mail IDs provided by the shareholders and made available to us by the Depositories.
14. All unclaimed/unpaid dividend for the financial year ended on March 31, 2005, have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205A of the Companies Act, 1956. Members who have not so far encashed dividend warrant(s) for the financial year ended March 31, 2006 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, 2013, the amount outstanding in unclaimed dividend account for the financial year ended March 31, 2006 is Rs. 8,12,976/-.

By the Order of the Board
For **NIIT Technologies Limited**
Sd/-
Onkarnath Banerjee
Company Secretary
& Legal Head

Place : New Delhi
Date : May 17, 2013

Details of Director(s) seeking re-appointment in forthcoming Annual General Meeting, in pursuance of Clause 49 IV (G) of the Listing Agreement, are given hereunder:

Mr. Vijay K Thadani

Profile and expertise in specific functional areas:

Mr. Vijay K. Thadani is the Chief Executive Officer of NIIT Ltd, a leading Global Talent Development Corporation. Co-founder of the NIIT Group. Mr. Thadani has led the Group's globalization efforts since 1991, taking the NIIT flag to over 38 countries.

An acknowledged industry thought-leader, Mr. Thadani has served as President of MAIT (Manufacturers' Association for Information Technology) and as Chairman of the Indian Government's Committee on National Information Infrastructure. He has been a member of the Strategy Council of Global Alliance for ICT and Development of the United Nations Department of Economic and Social Affairs (UNDESA-GAID).

Mr. Thadani has Chaired the IT Committee of the Confederation of Indian Industry (CII) in USA, the CII National Committee on Education, India and the CII Northern Region for 2011- 2012.

Mr. Thadani served as the Chairman of the National Accreditation Board for Education and Training (NABET), and the Board of Governors of Indian Institute of Information Technology (IIIT), Allahabad.

Co-founder of NIIT University - a new model in higher education, Mr. Thadani is on Board of leading education institutions, including on the India Advisory Board of the Maastricht University, Netherlands; India Advisory Board of Project Management Institute (PMI), USA and the Governing Council of All India Management Association

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(AIMA). He was honored with the position of 'Economic Consultant' to Chongqing, world's largest city in the People's Republic of China.

Directorship in other Indian Public Limited Companies:

1. NIIT Limited
2. Scantech Evaluation Services Limited
3. NIIT Institute of Finance Banking & Insurance Training Limited
4. NIIT Institute of Process Excellence Limited
5. NIIT Yuva Jyoti Limited
6. Evolv Services Limited

Chairman / Member of the Committees of the Board* of other Indian Public Limited Companies:

S.No.	Name of Company	Name of Board Committee	Position held (Member/Chairman)
1.	NIIT Limited	Audit committee	Member
		Shareholder/Investors' Grievance Committee	Member
2.	Scantech Evaluation Services Limited	Audit Committee	Chairman
3.	NIIT Institute of Finance Banking & Insurance Training Limited	Audit Committee	Member
4.	NIIT Institute of Process Excellence Limited	Audit Committee	Chairman
5.	NIIT Yuva Jyoti Limited	Audit Committee	Chairman

* Board Committee for this purpose includes Audit Committee and Shareholders'/Investors' Grievance Committee.

Mr. Amit Sharma

Profile and expertise in specific functional areas:

Mr. Amit Sharma is the Executive Vice President and President (Asia), of American Tower Company and is responsible for building a successful Tower leasing business in Asia. Prior to this, he led country teams in India and Southeast Asia for Motorola, and was Head of Strategy, Asia-Pacific. Prior to joining Motorola, he has been associated with Companies like GE Capital, McKinsey & Company and Unilever. He currently serves as a Director of Max Bupa Health Insurance Company Limited. He is also on the Boards of Industry Associations

like Amcham India and Tower & Infrastructure Providers Association (TIPA).

Mr. Sharma earned his MBA in International Business from Wharton School of Business where he was on the Deans and Directors Honours list. He also holds an MS in Computers & Information Sciences from the Moore School, University of Pennsylvania and a Bachelor of Technology in Mechanical Engineering from the Indian Institute of Technology (IIT), Kharagpur.

Directorship in other Indian Public Limited Companies:

1. NIIT GIS Limited
2. Max Bupa Health Insurance Company Limited

Chairman / Member of the Committees of the Board* of other Indian Public Limited Companies:

S.No	Name of Company	Name of Board Committee	Position Held (Chairman/Member)
1.	Max Bupa Health Insurance Company Limited	Audit Committee	Member

*Board Committee for this purpose includes Audit Committee and Shareholders'/Investors' Grievance Committee.

Details of equity shareholding of Non-Executive Directors, being re-appointed as on March 31, 2013 is given herein below:

Name of Non Executive Director	Number of shares held
Mr. Vijay K Thadani	959
Mr. Amit Sharma	42,205

The Board recommends the re-appointment of Mr. Vijay K Thadani and Mr. Amit Sharma as Directors of the Company. Except Mr. Vijay K Thadani and Mr. Amit Sharma, no other Director is interested or concerned in the said resolutions.

By the Order of the Board
For **NIIT Technologies Limited**
Sd/-
Onkarnath Banerjee
Company Secretary
& Legal Head

Place : New Delhi
Date : May 17, 2013

Delivering Exceptional Value



Annual Report | 2012-2013

OUR VISION

VALUES, MOTIVES AND BELIEFS

WE, NIIT, BELIEVE THAT OUR GROWTH IS THE DERIVATIVE OF THE GROWTH OF EACH ONE OF US. IT IS THE DUTY OF EACH ONE OF US TO ESPOUSE AND GIVE ACTIVE EFFECT TO THE VALUES, MOTIVES AND BELIEFS WE STATE HERE

•

NIIT IS PEOPLE

WE HAVE POSITIVE REGARD FOR EACH ONE OF US

•

WE WILL FOSTER CAREER-BUILDING BY CREATING OPPORTUNITIES THAT DEMAND LEARNING, THINKING AND INNOVATION FROM EACH ONE OF US.

•

WE EXPECT EACH OF US TO CONTRIBUTE TO THE PROCESS OF ORGANISATION BUILDING AND THUS DERIVE PRIDE, LOYALTY AND EMOTIONAL OWNERSHIP.

•

WE RECOGNISE THE NECESSITY OF MAKING MISTAKES AND RISK-TAKING WHEN IT CONTRIBUTES TO THE LEARNING, INNOVATION AND GROWTH OF EACH ONE OF US.

•

NIIT IS QUALITY AND VALUE

EACH OF US WILL ENSURE THAT IN ANY ASSOCIATION WITH SOCIETY, SOCIETY BENEFITS SUBSTANTIALLY MORE THAN:

(A) WHAT SOCIETY GIVES TO US.

(B) WHAT SOCIETY WOULD GAIN FROM ANY OTHER SIMILAR ASSOCIATION

•

WE WILL MEET ANY AND EVERY COMMITMENT MADE TO SOCIETY IRRESPECTIVE OF ANY COST THAT MAY HAVE TO BE INCURRED.

•

WE WILL ENSURE OUR PROFITABILITY, LONG-TERM GROWTH AND FINANCIAL STABILITY, THROUGH THE PROCESS OF DELIVERING THE BEST, BEING SEEN AS THE BEST AND BEING THE BEST.

•

WE WILL BE FAIR IN ALL OUR DEALINGS AND PROMOTE HIGH STANDARDS OF BUSINESS ETHICS.

•

NIIT IS A MISSION

WE WILL GROW IN THE RECOGNITION AND RESPECT WE COMMAND, THROUGH PIONEERING AND LEADING IN THE EFFECTIVE DEPLOYMENT OF TECHNOLOGY AND KNOW-HOW.

•

WE WILL SEEK TO PLAY A KEY-ROLE IN THE DIRECTIONS AND DEPLOYMENT OF TECHNOLOGY AND KNOW-HOW FOR THE BENEFIT OF MANKIND.

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Corporate Information

Board of Directors



Rajendra S Pawar
Chairman & Managing Director



Arvind Thakur
Chief Executive Officer
& Joint Managing Director



Vijay K Thadani
Director



Surendra Singh
Director



Amit Sharma
Director



Ashwani Puri
Director

Outgoing Director

Subroto Bhattacharya (w.e.f. July 02, 2012)

Company Secretary & Legal Head

Onkarnath Banerjee

Group Chief Financial Officer

Ashok Arora

Chief Financial Officer

Pratibha K Advani

Auditors

Price Waterhouse

Financial Institutions/Bankers

Indian Overseas Bank
 ICICI Bank Limited
 Standard Chartered Bank
 Citibank NA
 Wells Fargo Bank
 Lloyds TSB Bank Plc
 NatWest
 ING

Registered Office

NIIT Technologies Ltd.
 8, Balaji Estate, First Floor
 Guru Ravi Das Marg, Kalkaji,
 New Delhi - 110 019, India
 Email: investors@niit-tech.com
 Tel : +91-11-41675000
 Fax : +91-11-41407120

Corporate Office

NIIT Technologies Limited
 Corporate Office
 Tapasya Corp Heights
 Plot No. - 5, Sector - 126,
 Noida Express Highway,
 Noida, UP, INDIA
 Ph: +91 120 711 8400
 Fax: +91 120 711 9150

Registrar & Share Transfer Agent

Alankit Assignments Ltd.
 Unit - NIIT Technologies Ltd.
 2E/21
 Jhandewalan Extn.,
 New Delhi - 110 055
 Tel : +91-11-23541234, 42541234
 Fax : +91-11-42541967

NIIT Technologies Website

Corporate Website : www.niit-tech.com

All trademarks acknowledged.

Corporate Profile

COMPANY OVERVIEW

NIIT Technologies is a global IT solutions organization addressing the requirements of clients across North and South America, Europe, the Middle East, Asia and Australia. The Company's portfolio of service offering encompasses Application Development and Maintenance, Managed Services, Cloud Computing and Business Process Outsourcing. NIIT Technologies' strategy—to 'Focus and Differentiate'—has enabled it to strengthen its credentials and distinguish itself in verticals such as Banking & Financial Services, Insurance, Travel & Transportation, Manufacturing and the Government sector.

The Company's vast pool of domain specialists, state-of-the-art offshore and near-shore facilities and innovative approaches to customer experience management and delivery have given it a significant competitive edge within the outsourcing domain. Reputed global organizations have made NIIT Tech their 'First Choice' and over the years, the Company has emerged as a preferred partner of these clients. Long-term customer engagements—some spanning 15 years and more—have become the hallmark of NIIT Technologies.

Known for its quality-orientation, NIIT Technologies has been assessed at virtually all leading global quality benchmarks and standards including the ISO 9001:2000, ISO: 27001 (an Information Security Management accreditation), Level 5 of SEI CMMi version 1.2, COPC, Six Sigma and the international ISO 20000 (IT management standard).

FOCUS ON SELECT INDUSTRY SEGMENTS

Banking and Financial Services (BFS): NIIT Technologies' portfolio for the Banking and Financial Services domain remains distinctive on account of the Company's in-depth knowledge of the Banking & Financial Services sector. Our proven solution experience has helped financial institutions in transformation of business by achieving IT reliability & efficiency, business productivity, cost reduction and meeting Regulatory and Compliance challenges. The Company specializes in providing solutions & services in the areas of Investment management, Risk management and Regulatory compliance.

Insurance: Insurance remains an important area of focus for NIIT Technologies and the organisation provides solutions in life insurance, pensions, annuity, property & casualty, commercial and reinsurance. Over the past two decades, NIIT Tech has built deep and enduring relationships with global Insurance leaders. The company has invested in a suite of products creating its own IP platforms in the commercial insurance arena.

Travel, Transportation and Logistics (TTL): NIIT Technologies is partners with some of the world's largest carriers, airports, travel distribution and surface transportation companies, helping them cut costs and improve efficiency, productivity, profitability and global competitiveness. Innovative products and solutions are also shaping NIIT Technologies success within the TTL vertical. The Company has for instance, launched a special mobile booking solution and a Mobile Crew Management System for airlines and travel companies. More recently, Revenue Analytics solutions have become part of the Company's portfolio for the airline sub-vertical, enabling customers to evaluate their revenues from different perspectives, including markets, point of sale and agencies amongst others. It's "MonaLisa" revenue accounting platform is used by over 30 airlines.

Manufacturing: NIIT Technologies has built skill sets in manufacturing and distribution, helping customers implement automated, transparent and integrated information management systems across their value chain. Available to customers are the Company's web-based e-Procurement platform, supplier portal, enterprise mobility solutions and dealer management systems. NIIT Technologies has made headway with its procurement platform, which offers capabilities such as requisitioning, demand aggregation, bid publishing, response evaluation, e-catalogue, contract management, spend analysis and purchasing.

Government: NIIT Technologies is an active partner in many crucial government initiatives, not just in India, but overseas also, in nations such as Singapore. The Company is providing business impacting IT solutions and services to Indian Defence establishments, Central Paramilitary organisations, Public Sector organisations, government ministries and government utilities. Its best-in-class solutions architected using the latest software design and engineering practices are enabling government clients to automate various functions, improve process efficiencies and enhance speed-of-execution.

Working with the Union government and several state governments on national IT rollouts and turnkey e-governance initiatives, NIIT Tech has undertaken applications development, infrastructure set-up, data capture and training for clients. Specialised solutions and technology support in the area of Geographic Information Systems (GIS) are also being offered through NIIT GIS to projects such as the NRIS, IMSD as well as national mapping agencies including the Geological Survey of India, Survey of India and NATMO.

SERVICE OFFERINGS

Application Development and Management: NIIT Technologies provides Application Development Services including custom software development, business intelligence and migration and modernization to globally dispersed customers. The Company helps customers manage their mission and time-critical applications by providing cost-effective application management services over a wide range of technologies. NIIT Technologies specializes in functional and regression testing, system testing (load testing, volume testing and compatibility testing) and full lifecycle testing of complex software applications.

Systems Integration & Package Implementation: These solutions mainly revolve around SAP or any other ERP implementation. NIIT Technologies' subsidiary, NIIT GIS Ltd. also provides end-to-end GIS-based solutions to customers.

Managed Services: NIIT Technologies' Managed Services offerings help companies simplify their operational and investment challenges, by delivering IT infrastructure and applications, as completely administered services. These services help clients to focus on their core business areas by aligning IT with their business goals. The Company's large pool of cross-skilled infrastructure technology consultants help enterprises increase productivity, while reducing the complexity of their IT operations.

Platform-based Services: NIIT Technologies has invested in creating its own IP assets in the Insurance and Travel segments. These include its Insurance Platform 'Subscribe', which has a sizable share in the Lloyd's insurance market and new products like "Exact" a risk aggregation platform and "Acumen" a data warehousing and analytics tool. Likewise, NIIT Airline Technologies owns a revenue accounting platform 'Monalisa' which has been deployed by over 30 airlines and other engines as outlined in the TTL section. Besides own IP NIIT Technologies has also developed an eco system of partnerships through which it offers comprehensive platform solutions in its industry segments of focus.

Business Process Outsourcing: NIIT Technologies Business Process Outsourcing (BPO) services are a natural extension of the Company's IT service offerings and encompass innovative, reliable and cost-effective solutions that enable business transformation and comprehensive end to end integrated solutions. NIIT BPO offers outsourcing solutions that combine domain expertise, process excellence and cutting-edge technology to deliver world-class process outsourcing.

This enables clients to effectively and efficiently manage back office, middle office and front office operations. Within its industry segments of focus, it is targeting specific horizontal segments including F&A, Customer Support, HRO, Data and Marketing Analytics. NIIT BPO uses a collaborative partnership approach to strengthen its relationships with customers. Growing client engagements have promoted the business to add new service lines such as Fraud Management (Retail banks), Ad Creation (Media), Travel Disruption services (TTL), and Contract Loading (TTL/Hospitality); expand its geographic footprint through acquisitions such as that of Morris Communications; and build Shared Services, leveraging its Morris JV (F&A, HRO).

Geographic Information Systems (GIS): NIIT GIS Ltd is a joint venture with Esri Inc the global technology leader in GIS and provides end-to-end GIS solutions to its customers. NIIT GIS' offerings range from software products, training, technical support, data conversion and application development. They also include complete geo-spatial image processing and consulting solutions.

SMAC: NIIT Technologies' "Four Forces" - Social Media, Mobility, Analytics and Cloud (SMAC) offerings help address the technological progressive needs of today's enterprises. The transformative effects of these Forces can help build a well-connected enterprise and enable them to bring productivity and efficiency into the system.

Social Media: Our Four-Step-Action Maturity Model helps our customers formulate social media engagement plan. We provide reference architecture (Logical) of social media integration to implement a social content integration bus that allows various sources of social media to be integrated in a plug-n-play fashion.

Mobility: We provide Enterprise Mobility solutions - Enterprise Mobile Device Management (MDM) and Enterprise Mobile Application Management - across industry verticals. With our deep domain knowledge and technical mobility insight, we provide a powerful approach for determining and executing a practical and useful mobility strategy.

Analytics: We support traditional and New Data Analytics needs of an enterprise. Our Data warehousing solutions provide information architecture best suited for an enterprise to succeed in the competitive global business environment.

Cloud: We provide end-to-end tailored services that deliver the key Cloud benefits to our customers. We involve with them to understand their business needs and deliver business agility, scalability, and flexibility (pay-as-you-use), in a robust and secure environment.