

# NIIT

**NIIT Limited**

85, Sector 32 Institutional  
Gurgaon 122 001, India  
Tel: +91 (124) 4293000  
Fax: + 91 (124) 4293333  
Email: info@niit.com

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

www.niit.com

February 19, 2016

**1. The Manager  
BSE Limited**

Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001

Fax No. : 022 – 22722082, 22723121

**2. The Manager  
National Stock Exchange of India Ltd**

Listing Department  
Exchange Plaza  
5<sup>th</sup> Floor, Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

Fax No. : 022-26598237, 26598238

**Subject: Intimation of Postal Ballot**

Dear Sir,

Pursuant to the requirement of Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company will be conducting postal ballot for seeking shareholders' approval to authorize the Board of Directors of the company to make investments or give loans/ guarantees or provide securities in connection with a loan.

In this connection, we are attaching the following:

1. Postal Ballot Notice
2. Postal Ballot Form

This is for your information and records.

Thanking you,

Yours truly,  
For NIIT Limited

  
Rohit Gupta  
Chief Financial Officer

## POSTAL BALLOT 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 and other applicable provisions, if any, 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/ "e-voting" for the following Special Business:

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

The Company makes investment in and gives loans to its subsidiary companies to support them/ their operations to overcome the financial mismatch, as and when needed. 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.

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 u/s 186 of the Companies Act, 2013, it is required to obtain approval from the shareholders by way of a Special Resolution.

It should be further noted that the shareholders of the Company had vide special resolution passed through postal ballot on January 31, 2015 authorized the Board of Directors for making further investment, providing loans or giving guarantees or providing security in connection with loans to subsidiary companies for an amount not exceeding Rs. 250 Crores, which may exceed the limits prescribed under Section 186 of the Companies Act, 2013. It should be further noted that the Company has exhausted the aforesaid limit to give such loans/guarantees/ security etc. due to reasons mentioned in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, forming part of this notice.

Taking into 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 non-wholly owned subsidiary companies, the approval of shareholders is required by means of a Special Resolution for an amount not exceeding Rs. 200 Crores which may exceed the limits prescribed under Section 186 of the Companies Act, 2013, over and above the limits already utilized as on 31st December, 2015.

The Company is, therefore, seeking shareholders' consent for the proposal as contained in the draft Special Resolution enclosed herewith. Accordingly, the draft Special Resolution and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to said resolution setting out all material facts concerning the resolution and the reasons thereto are

## POSTAL BALLOT NOTICE

annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Act, read with the Rules, the Company is pleased to extend “e-voting” facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through Postal Ballot Form.

The resolutions, if approved, will be taken as passed effectively on the date of declaration of results i.e. March 25, 2016.

### Item No. 1

**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 with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Companies (Meetings of Board and its Powers) Rules, 2014 and subject to such 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 of the Company to make loan

and /or investment or provide any guarantee / security or acquire by way of subscription, purchase or otherwise, the securities of any non-wholly owned subsidiary company(ies) of the company, from time to time, on such terms and conditions as may be decided by the Board up to a maximum amount of Rs. 200 Crores, in excess of the limits prescribed under section 186 of the Companies Act, 2013, over and above the limits already utilized as on 31st December’15.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and generally to do all acts, deeds and things and to give such directions that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution”.

**By order of the Board**

**For and on behalf of NIIT Limited**

**Sd/-**

**P Rajendran**

**Joint Managing Director**

**Place: New Delhi**

**Date: February 10, 2016**

## POSTAL BALLOT NOTICE

### NOTES

- 1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts in relation thereto is appended herein.
- 2) The Postal Ballot Notice is being sent to the members, whose names appear in the Register of Members / Records of Depositories as on February 05, 2016. 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 Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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) 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 February 05, 2016. A person who is not a member as on the record date shall treat this notice for information purposes only.
- 5) 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.nsdl.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.

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- (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.
- C. 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.nsdl.co.in](http://www.evoting.nsdl.co.in)
- D. If you are already registered with NSDL for “e-voting” then you can use your existing user ID and password for casting your vote.
- E. 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).
- F. The “e-voting” period commences on Monday, February 22, 2016 (9.00 a.m. IST) and ends on Wednesday, March 23, 2016 (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 February 05, 2016, 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.
- 6) Mr. Nityanand Singh, a Practicing Company Secretary (FCS No. 2668) of M/s Nityanand Singh & Co., Company Secretaries, having its office at 14, Arjun Nagar, Safdarjung Enclave, New Delhi- 110029, has been appointed as the Scrutinizer (the “Scrutinizer”) for conducting the Postal Ballot process in a fair and transparent manner. You are requested

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to carefully read the instructions printed on the Form and return the same in original, duly completed, in the attached self-addressed postage prepaid business reply envelope so as to reach the Scrutinizer before the closing hours (i.e. up to 6:00 p.m.) on Wednesday, March 23, 2016. The envelope may also be deposited personally at the address given thereon. Forms received after this date will not be considered. Also, no other form or photocopy thereof is permitted. The Scrutinizer shall submit his report after completion of the scrutiny of Forms including "e-voting".

- 7) The results of voting by Postal Ballot will be declared on Friday, March 25, 2016 at 5:00 p.m 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 results will be displayed at the Registered Office and the Corporate Office of the Company. The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's report will be displayed on the Company's website [www.niit.com](http://www.niit.com) as well as on National Securities Depository Limited's website <https://www.evoting.nsdl.com/>. In addition, the results will also be published in the newspapers for information of the Shareholders.
- 8) 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. up to March 23, 2016.

- 9) 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](mailto:investors@niit.com)

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

### Item No. 1

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.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company cannot directly or indirectly;

- 1) give any loan to any person or other body corporate;
- 2) give any guarantee or provide security in connection with a loan to any other body corporate or person and
- 3) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate;



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exceeding 60% of its paid-up share capital, free reserve and securities premium account or 100% 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/guarantee/investments/securities 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/securities made or to be made in the wholly owned subsidiary companies are required to be included.

It should be noted that as per the latest audited balance sheet of the company as at 31st March, 2015, sixty percent of the paid-up share capital, free reserves and securities premium account equal to Rs. 176.9 crores, while one hundred percent of its free reserves and securities premium account is equal to Rs. 261.8 crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities (as the case may be) is Rs. 261.8 crores. Further, as on 31st December, 2015, the aggregate

of the loan/guarantee/investments/securities made/ given by the Company (as the case may be) is approximately Rs. 1085.0 crores. This includes investments and loans of Rs. 400.2 crores made or given by the Company (as the case may be) to its wholly owned subsidiaries. Therefore, the aggregate of investments and loans made or given by the Company (as the case may be) along with the investments, loans, guarantees or securities proposed to be made or given or provided by the Company is in excess of the limits for the Company (i.e. Rs. 261.8 crores) as specified under Section 186(2) of the Act.

It should be further noted that the shareholders of the Company had vide special resolution passed through postal ballot on January 31, 2015 authorized the Board of Directors for making further investment, providing loans or giving guarantees or providing security in connection with loans to subsidiary companies for an amount not exceeding Rs. 250 Crores, which may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

It should be noted that the Company has exhausted the aforesaid limit to give such loans/guarantees/ security etc. primarily due to following reasons:

- a) Pursuant to the composite Scheme of Arrangement under the provisions of Section 391 and 394 of the Companies Act, 1956 between the Company, Evolv Services Limited, Scantech Evaluation Services Limited, NIIT Online Learning

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Limited and Mindchampion Learning Systems Limited (Formerly Hole-In-The-Wall Education Limited) and their respective shareholders and creditors which was approved by Hon'ble Delhi High Court vide its order pronounced on May 8, 2015 and which became effective from May 23, 2015, on filing a certified copy of the High Court order with the office of the Registrar of the Companies, NCT of Delhi & Haryana, and is applicable from April 1, 2014 (the Appointed Date):

- i) The Investment in the shares of NIIT Technologies Limited was recorded at Fair Value,
  - ii) School Business Undertaking was transferred to wholly owned subsidiary company i.e., Mindchampion Learning Systems Ltd. (MCLS) (Formerly Hole-in-the-Wall Education Limited (HiWEL)
- b) Business Transformation Expenses booked in FY 15 and
- c) Investment in Wholly Owned Subsidiary Companies

With a view to fulfill the financial requirements for growth and operating needs including working capital requirements of non-wholly owned subsidiary companies i.e. NIIT Institute of Finance Banking and Insurance Training Limited, NIIT Yuva Jyoti Limited and NIIT Institute of Process Excellence Limited, the Company may be required to grant additional loans/ make investments/ provide guarantees, from time to time. Accordingly, it is proposed to

obtain the approval of shareholders 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 non – wholly owned subsidiary companies for an amount not exceeding Rs. 200 Crores which may exceed the limits prescribed under Section 186 of the Companies Act, 2013, over and above the limits already utilized as on 31st December, 2015.

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.

**By Order of the Board**

**For and on behalf of NIIT Limited**

**Sd/-**

**P Rajendran**

**Joint Managing Director**

**Place: New Delhi**

**Date: February 10, 2016**





# 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 Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated February 10, 2016 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 make investments or give loans/guarantees or provide securities in connection with a loan			

Place:

Signature of the Shareholder

Date:

### 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: March 23, 2016 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 expense 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 March 23, 2016. 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 Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 Monday, February 22, 2016 (9.00 a.m. IST) and ends on Wednesday, March 23, 2016 (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 February 05, 2016, 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 February 05, 2016. A person who is not a member as on the record date shall treat this notice for information purposes only.
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 Friday, March 25, 2016 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 along with Scrutinizers Report shall also be posted on the website of the Company at [www.niit.com](http://www.niit.com) and NSDL at [www.nsd.co.in](http://www.nsd.co.in)