

**NIIT Limited**

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Email [info@niit.com](mailto: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](http://www.niit.com)

September 17, 2017

**The Manager**  
**National Stock Exchange of India Ltd.**  
Listing Department  
Exchange Plaza  
5<sup>th</sup> Floor, Plot no C/1, G Block  
BandraKurla Complex  
Bandra (E), Mumbai – 400 051

**The Manager**  
**BSE Limited**  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
PhirozeJeejeebhoy Towers,  
Dalal Street, Mumbai 400 001

**Sub: Details of Voting Results of the National Company Law Tribunal ("NCLT") Convened Meeting of the Equity Shareholders of the Company as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")**

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the Voting Results of NCLT convened Meeting of Equity Shareholders of the Company held on September 16, 2017 at 11:30 A.M. at The Ocean Pearl Retreat, ChattarpurMandir Road, Satbari, New Delhi – 110074 to approve the Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") and NIIT Limited ("Applicant/ Amalgamated Company") and their respective Shareholders and Creditors ("the Scheme"), are enclosed in the prescribed format under Regulation 44 of SEBI Regulations.

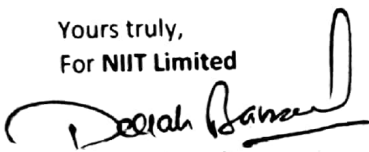
Based on the report of the scrutinizer the result of the Postal Ballot, e-voting and voting through process has been announced today by the Chairperson appointed by NCLT that the aforesaid resolution has been passed by the requisite majority.

Please note that the aforesaid results and Scrutinizer's Report are available on the website of the Company [www.niit.com](http://www.niit.com) and National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Thanking you,

Yours truly,  
For NIIT Limited



**Deepak Bansal**  
**Company Secretary**  
Encl: a/a

**NIIT Limited**

Regd Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019

**Summary of Voting Results to approve the Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") and NIIT Limited Company ("Amalgamated Company") and their respective Shareholders and Creditors**

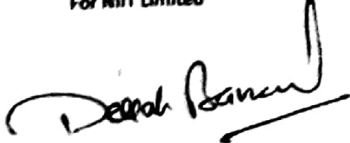
**Date of Declaration of Result - 17-09-2017**

|                                                                                                                                                    |                               |                                                                                                                                                                                                                                                                                                                                                                                                                                |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------|-----------------------------------|---------------------------------|-----------------------------------------------------------------|---------------------------------------------------------------|
| <b>Date of National Company Law Tribunal Meeting of Equity Shareholders</b>                                                                        |                               | 16.09.2017                                                                                                                                                                                                                                                                                                                                                                                                                     |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
|                                                                                                                                                    |                               | 71922                                                                                                                                                                                                                                                                                                                                                                                                                          |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| <b>Total number of shareholders as on Record Date/cut-off date (i.e. June 23, 2017, the date of determining the voting rights of shareholders)</b> |                               |                                                                                                                                                                                                                                                                                                                                                                                                                                |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| <b>No. of shareholders present in the meeting either in person or through proxy</b>                                                                |                               |                                                                                                                                                                                                                                                                                                                                                                                                                                |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| Promoters and Promoter Group                                                                                                                       |                               | 4                                                                                                                                                                                                                                                                                                                                                                                                                              |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| Public (including others)                                                                                                                          |                               | 99                                                                                                                                                                                                                                                                                                                                                                                                                             |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>                                                                         |                               | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                 |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| Promoters and Promoter Group                                                                                                                       |                               | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                 |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| Public (including others)                                                                                                                          |                               | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                 |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| <b>Agenda wise disclosure (to be disclosed separately for each agenda item)</b>                                                                    |                               |                                                                                                                                                                                                                                                                                                                                                                                                                                |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| <b>Resolution</b>                                                                                                                                  |                               | Approval of Scheme of Amalgamation, in terms of Section 230 to 232 of the Companies Act, 2013 read with other applicable provisions, if any between PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") and NIIT Limited ("Company"/"Amalgamated Company") and their respective Shareholders and Creditors. |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| <b>Whether promoter/promoter group are interested in the agenda/resolution?</b>                                                                    |                               | Yes                                                                                                                                                                                                                                                                                                                                                                                                                            |                                |                                                                    |                                   |                                 |                                                                 |                                                               |
| <b>Category</b>                                                                                                                                    | <b>Mode of Voting</b>         | <b>No. of Shares held (1)</b>                                                                                                                                                                                                                                                                                                                                                                                                  | <b>No. of votes polled (2)</b> | <b>% of votes polled on outstanding shares (3) = [(2)/(1)]*100</b> | <b>No. of votes in favour (4)</b> | <b>No. of Votes against (5)</b> | <b>% of votes in favour on votes polled (6) = [(4)/(2)]*100</b> | <b>% of votes against on votes polled (7) = [(5)/(2)]*100</b> |
| Promoter and Promoter Group                                                                                                                        | E-Voting                      | 56696835                                                                                                                                                                                                                                                                                                                                                                                                                       | 56696835                       | 100.00                                                             | 56696835                          | 0                               | 100.00                                                          | 0.00                                                          |
|                                                                                                                                                    | Poll*                         |                                                                                                                                                                                                                                                                                                                                                                                                                                | 0                              | 0.00                                                               | 0                                 | 0                               | 0.00                                                            | 0.00                                                          |
|                                                                                                                                                    | Postal Ballot (if applicable) |                                                                                                                                                                                                                                                                                                                                                                                                                                | 0                              | 0.00                                                               | 0                                 | 0                               | 0.00                                                            | 0.00                                                          |
|                                                                                                                                                    | <b>Total (A)</b>              |                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>56696835</b>                | <b>56696835</b>                                                    | <b>100.00</b>                     | <b>56696835</b>                 | <b>0</b>                                                        | <b>100.00</b>                                                 |
| Public - Institutional holders                                                                                                                     | E-Voting                      | 43681482                                                                                                                                                                                                                                                                                                                                                                                                                       | 33408554                       | 76.48                                                              | 33408554                          | 0                               | 100.00                                                          | 0.00                                                          |
|                                                                                                                                                    | Poll*                         |                                                                                                                                                                                                                                                                                                                                                                                                                                | 0                              | 0.00                                                               | 0                                 | 0                               | 0.00                                                            | 0.00                                                          |
|                                                                                                                                                    | Postal Ballot (if applicable) |                                                                                                                                                                                                                                                                                                                                                                                                                                | 0                              | 0.00                                                               | 0                                 | 0                               | 0.00                                                            | 0.00                                                          |
|                                                                                                                                                    | <b>Total (B)</b>              |                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>43681482</b>                | <b>33408554</b>                                                    | <b>76.48</b>                      | <b>33408554</b>                 | <b>0</b>                                                        | <b>100.00</b>                                                 |
| Public-Others                                                                                                                                      | E-Voting                      | 65511534                                                                                                                                                                                                                                                                                                                                                                                                                       | 1807852                        | 2.76                                                               | 1799998                           | 7854                            | 99.57                                                           | 0.43                                                          |
|                                                                                                                                                    | Poll*                         |                                                                                                                                                                                                                                                                                                                                                                                                                                | 3960                           | 0.01                                                               | 3960                              | 0                               | 100.00                                                          | 0.00                                                          |
|                                                                                                                                                    | Postal Ballot (if applicable) |                                                                                                                                                                                                                                                                                                                                                                                                                                | 79733                          | 0.12                                                               | 76822                             | 2911                            | 96.35                                                           | 1.65                                                          |
|                                                                                                                                                    | <b>Total (C)</b>              |                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>65511534</b>                | <b>1891545</b>                                                     | <b>2.89</b>                       | <b>1880780</b>                  | <b>10765</b>                                                    | <b>99.43</b>                                                  |
| <b>Total (A+B+C)</b>                                                                                                                               |                               | <b>165889851</b>                                                                                                                                                                                                                                                                                                                                                                                                               | <b>91996934</b>                | <b>55.46</b>                                                       | <b>91986169</b>                   | <b>10765</b>                    | <b>99.99</b>                                                    | <b>0.01</b>                                                   |

**Result : Resolution passed with requisite majority**

\* Voting through Ballot Paper at the Meeting

For NIIT Limited



**Deepak Bansal**  
Company Secretary

Place : New Delhi  
Date : September 17, 2017

# Punkaj Oswal & Co.

Chartered Accountant

## REPORT OF SCRUTINIZER(S)

To

Mrs. Munisha Gandhi, Senior Advocate  
Chairman appointed by National Company Law Tribunal,  
Principal Bench at New Delhi

**Meeting of the Equity Shareholders of NIIT Limited held on Saturday, the 16<sup>th</sup> day of September, 2017 at 11:30 a.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 pursuant to the order dated 28 July 2017 of the National Company Law Tribunal, Principal Bench at New Delhi**

Hon'ble Chairperson,

I, Punkaj Jain, Chartered Accountant in whole time practice, have been appointed by the National Company Law Tribunal, Principal Bench at New Delhi as the Scrutinizer for the purpose of the Voting of the Equity Shareholders (through Postal Ballot, E-voting and voting through Poll process at the meeting) on the below mentioned resolution :

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Principal Bench at New Delhi ("**NCLT**")/ ("**Tribunal**") and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Equity Shareholders of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited (Amalgamating Company 1) and Global Consultancy and Investment Private Limited (Amalgamating Company 2) and NIIT Limited (Amalgamated Company) and their respective Shareholders and Creditors (the "**Scheme**").

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modification, amendment, limitations and conditions, if any which may be required and/or imposed by the NCLT and/or any other authorit(ies) while sanctioning the Scheme or by any authority under the law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

I submit my Report as under :

- (i) The Company completed dispatch of aforesaid Notice to Equity Shareholders on 13 August 2017 along with the Postal Ballot Form and Postage pre-paid Business Reply Envelope to its Equity Shareholders whose names appeared on the Register of members/ list of Beneficial

Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as 23 June 2017 ('Cut-off date').

- (ii) The summary of the Notices and forms sent via Registered Post and sent via e-mail to Equity Shareholders as on the cut-off date, are as under: -

| S. No.       | Particulars                                                                                                                                    | No. of Shareholders | Total No. of Shares |
|--------------|------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| 1            | Notices and Forms dispatched to the Equity shareholders of the Company till Sunday, 13 <sup>th</sup> August, 2017 by Registered Post/ Courier. | 22,988              | 2,26,98,056         |
| 2            | Notices and Forms sent to Equity Shareholders through Email by NSDL on Saturday, 12 <sup>th</sup> August, 2017                                 | 48,934              | 14,31,91,795        |
| <b>Total</b> |                                                                                                                                                | <b>71,922</b>       | <b>16,58,89,851</b> |

- (iii) The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('remote e-voting') facility, to cast their votes on the designated website '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)' via National Securities Depository Limited (hereinafter referred to as the "NSDL").
- (iv) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (v) The remote e-voting period commenced on Thursday, 17<sup>th</sup> August, 2017 at 10:00 A.M. (IST) and ended on Friday, 15<sup>th</sup> September, 2017 at 05:00 P.M (IST).
- (vi) All Postal Ballot forms received up to the Friday, 15<sup>th</sup> September 2017 at 5:00 p.m. (IST) the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- (vii) Particulars of all the Postal Ballot forms received from the Equity Shareholders have been entered in a Register separately maintained for the purpose. Similarly votes cast through remote e-voting have also been recorded in the register maintained for this purpose.
- (viii) The Postal Ballot forms were kept in my safe custody before commencing the scrutiny of such Postal Ballot forms.

The Postal Ballot forms were duly opened in my presence and the ballot papers were diligently scrutinized and the Ballot forms were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company by the Equity shareholders as on cut-off date 23 June 2017.

- (ix) There were 19 Ballot forms which was incomplete or defective or defaced or invalid.
- (x) Tribunal convened meeting of the Equity Shareholders of NIIT Limited was held on Saturday, 16<sup>th</sup> September 2017 at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 at 11:30 am.



- (xi) After the time fixed for closing of the poll by the Chairman, 02 (Two) ballot boxes kept for polling were locked in my presence.
- (xii.) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- (xiii.) 12 (Twelve) numbers Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I submit the result as under:-

i. Voted **in favour** of the resolution:

| Mode of Voting | Number of Equity Shareholders voted | No. of votes cast by them | % of total number of Equity Shareholders voted | % of total number of valid votes cast |
|----------------|-------------------------------------|---------------------------|------------------------------------------------|---------------------------------------|
| E-voting       | 354                                 | 91905387                  | 94.40%                                         | 99.99%                                |
| Poll           | 53                                  | 3960                      | 100.00%                                        | 100.00%                               |
| Postal Ballot  | 119                                 | 76822                     | 86.23%                                         | 96.35%                                |
| <b>Total</b>   | <b>526</b>                          | <b>91986169</b>           | <b>92.93%</b>                                  | <b>99.99%</b>                         |


ii. Voted **against** the resolution:

| Mode of Voting | Number of Equity Shareholders voted | No. of votes cast by them | % of total number of Equity Shareholders voted | % of total number of valid votes cast |
|----------------|-------------------------------------|---------------------------|------------------------------------------------|---------------------------------------|
| E-voting       | 21                                  | 7854                      | 5.60%                                          | 0.01%                                 |
| Poll           | Nil                                 | Nil                       | Nil                                            | Nil                                   |
| Postal Ballot  | 19                                  | 2911                      | 13.77%                                         | 3.65%                                 |
| <b>Total</b>   | <b>40</b>                           | <b>10765</b>              | <b>7.07%</b>                                   | <b>0.01%</b>                          |

iii. **Invalid** votes:

| Mode of Voting | Total number of Equity Shareholders whose votes were declared invalid | Total number of votes cast by them |
|----------------|-----------------------------------------------------------------------|------------------------------------|
| E-voting       | Nil                                                                   | Nil                                |
| Poll           | 12                                                                    | 351                                |
| Postal Ballot  | 19                                                                    | 20104                              |
| <b>Total</b>   | <b>31</b>                                                             | <b>20455</b>                       |

The Poll/ Ballot papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorized by the Board for safe keeping.



Punkaj Jain  
Scrutinizer appointed for  
The Tribunal convened meeting  
Place: New Delhi  
Dated: 16 September, 2017

*Theride Gandhi*  
*17/9/17.*