



**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](http://www.niit.com)

January 31, 2015

To,

**1. 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: 022-26598237, 26598238

**2. 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: 022-22723121, 22722082

**Sub: Intimation of Postal Ballot Result under clause 35A of the Listing Agreement**

Dear Sir,

In compliance with Clause 35A of the Listing Agreement and in reference to the Postal Ballot Notice dated December 15, 2014 issued pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for seeking approval of the Shareholders, by way of postal ballot process (including e-voting) for Special Resolutions as mentioned in the said Notice, please find enclosed the documents as under:

- a) Result of the Postal Ballot (Annexure -1)
- b) Details of voting result, pursuant to clause 35 A (Annexure -2)
- c) Report of the Scrutinizer (Annexure -3)

This is for your kind information and records.

Kindly acknowledge the receipt.

Thanking you.

Yours truly,  
For NIIT Limited

**Rajesh Arora**  
Company Secretary

Encl: a/a



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85, Sector 32 Institutional  
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www.niit.com

## Annexure - 1

### RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot (including e-voting) on the following resolutions under Section 180 (1) (a), (c) and Section 186 and all other applicable provisions of the Companies Act, 2013:

**Resolution No.1: To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 Crores, which may exceed the aggregate of paid up share capital and free reserves of the Company.**

Particulars	No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a) Total postal ballot forms received / E-votes cast	1158	79420485	-
(b) Less: No. of invalid postal ballot forms / E-votes	82	2828886	-
(c) Net valid number of votes cast through postal ballot forms/ E-votes	1076	76591599	-
(d) Total number of votes cast in favour of Special Resolution	989	79637805	99.88%
(e) Total number of votes cast against the Special Resolution	87	89605	0.12%

The Resolution has been approved by the shareholders with the requisite majority.

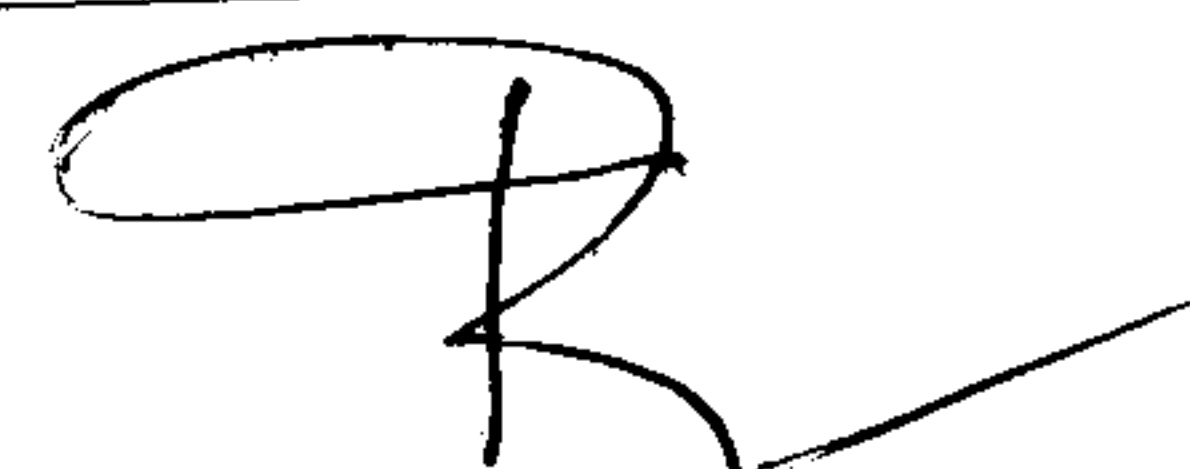
**Resolution No. 2: To authorize the Board of Directors of the Company to secure the borrowings.**

Particulars	No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a) Total postal ballot forms received / E-votes cast	1159	82244555	-
(b) Less: No. of invalid postal ballot forms / E-votes	102	2836838	-
(c) Net valid number of votes cast through postal ballot forms/ E-votes	1057	79407717	-
(d) Total number of votes cast in favour of Special Resolution	974	79	99.89%
(e) Total number of votes cast against the Special Resolution	113	88102	0.11%

The Resolution has been approved by the shareholders with the requisite majority.

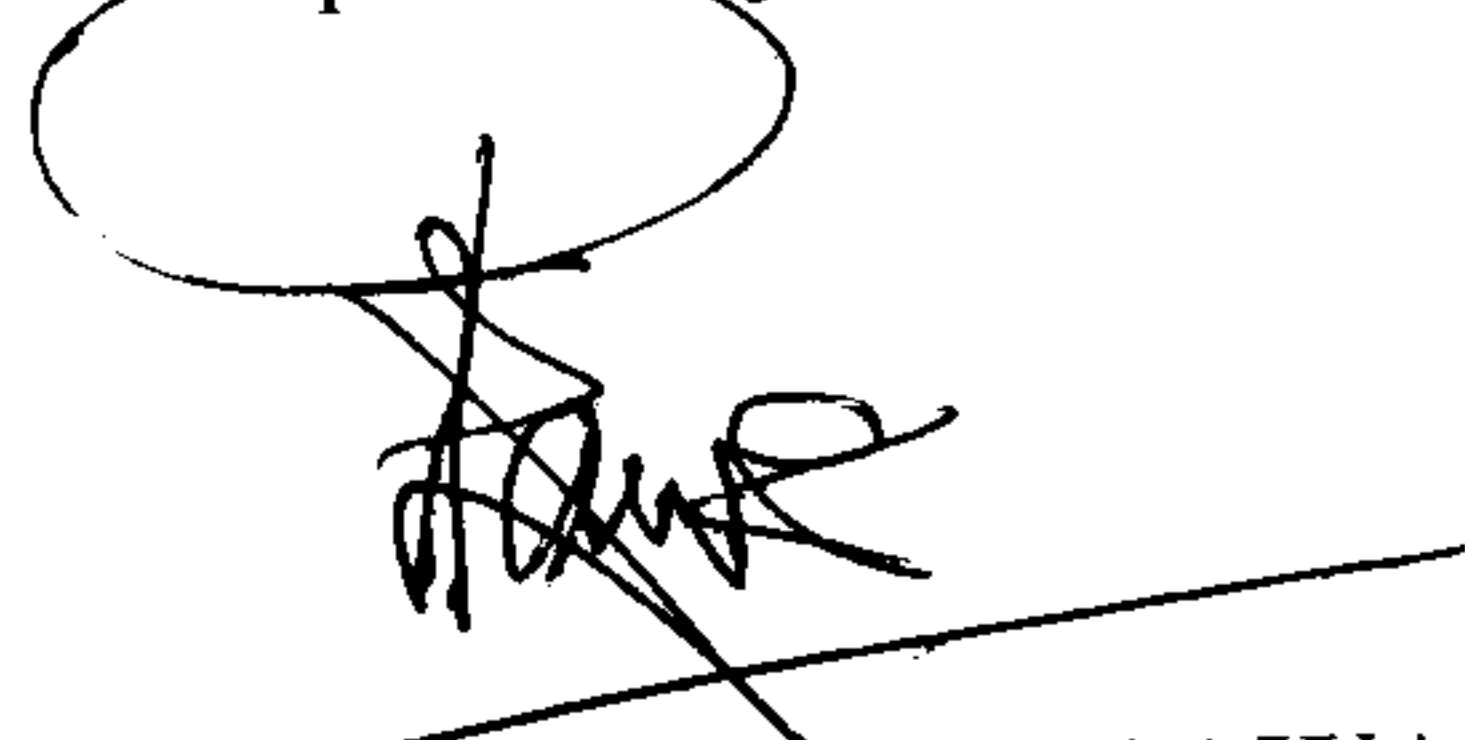
**Resolution No. 3: To authorize the Board of Directors to make investments or give loans / guarantees or provide securities in connection with a loan.**

Particulars	No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a) Total postal ballot forms received / E-votes cast	1160	81524495	-
(b) Less: No. of invalid postal ballot forms / E-votes	102	2837238	-
(c) Net valid number of votes cast through postal ballot forms/ E-votes	1058	78687257	-
(d) Total number of votes cast in favour of Special Resolution	960	72831460	92.56%
(e) Total number of votes cast against the Special Resolution	98	5855797	7.44%



# NIIT

The Resolution has been approved by the shareholders with the requisite majority.



RAJENDRA S PAWAR  
Chairman

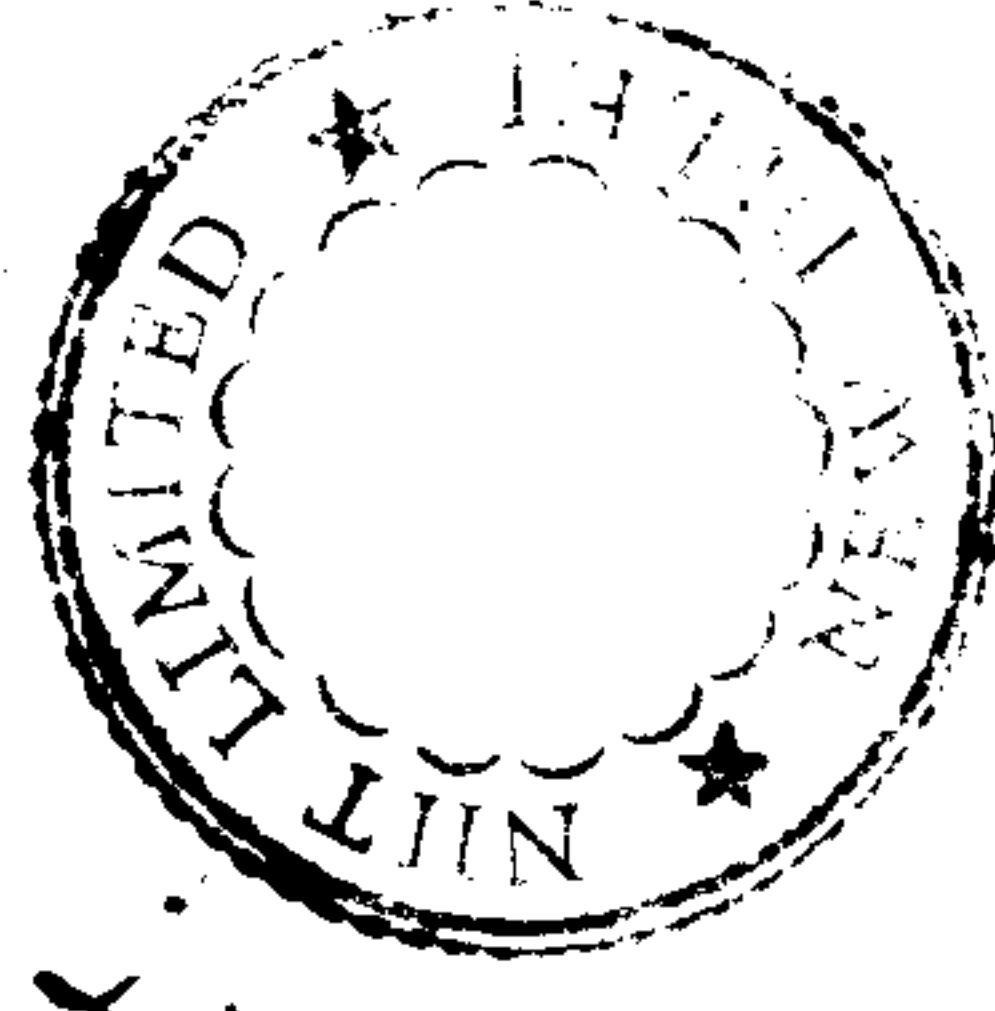
Date : January 31, 2015  
Place : New Delhi

**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](http://www.niit.com) ; Email: [investors@niit.com](mailto:investors@niit.com)

**Result of Postal Ballot pursuant to clause 35A of Listing Agreement**

Date of AGM / EGM	Postal Ballot result declared on January 31, 2015
Total number of shareholders on record date	76,006
No. of shareholders present in the meeting either in person or through proxy	N.A.
No. of Shareholders attend the meeting through video conferencing	N.A.
Details of Agenda	
Resolution required	Special Resolutions
Mode of voting	Postal Ballot including E- Voting

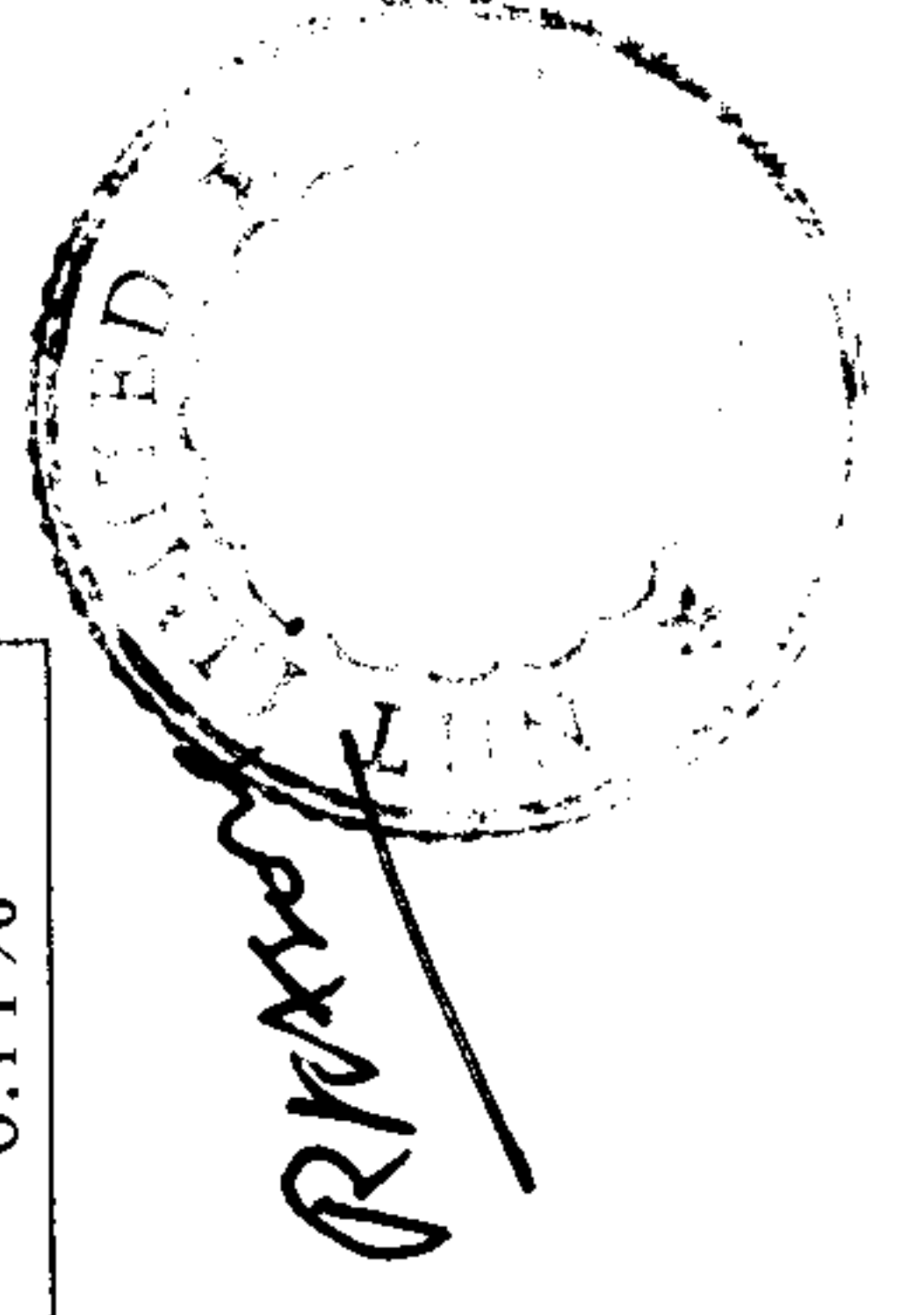
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**Details of Postal Ballot (Including E- Voting)**

<b>Resolution 1</b>						
<b>To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 Crores, which may exceed the aggregate of paid up share capital and free reserves of the Company</b>						
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(4)+(2)} \times 100$
Promoter and Promoter Group	5,64,73,335	5,64,73,335	100%	5,64,73,335	0	100%
Public – Institutional holders	3,82,27,454	2,25,06,342	58.87%	2,25,06,342	0	100%
Public-Others	7,04,69,808	7,47,733	1.06%	6,58,128	89,605	88.01%
<b>Total</b>	<b>16,51,70,597</b>	<b>7,97,27,410</b>	<b>48.27%</b>	<b>7,96,37,805</b>	<b>89,605</b>	<b>99.88%</b>
						<b>11.99%</b>
						<b>0.12%</b>

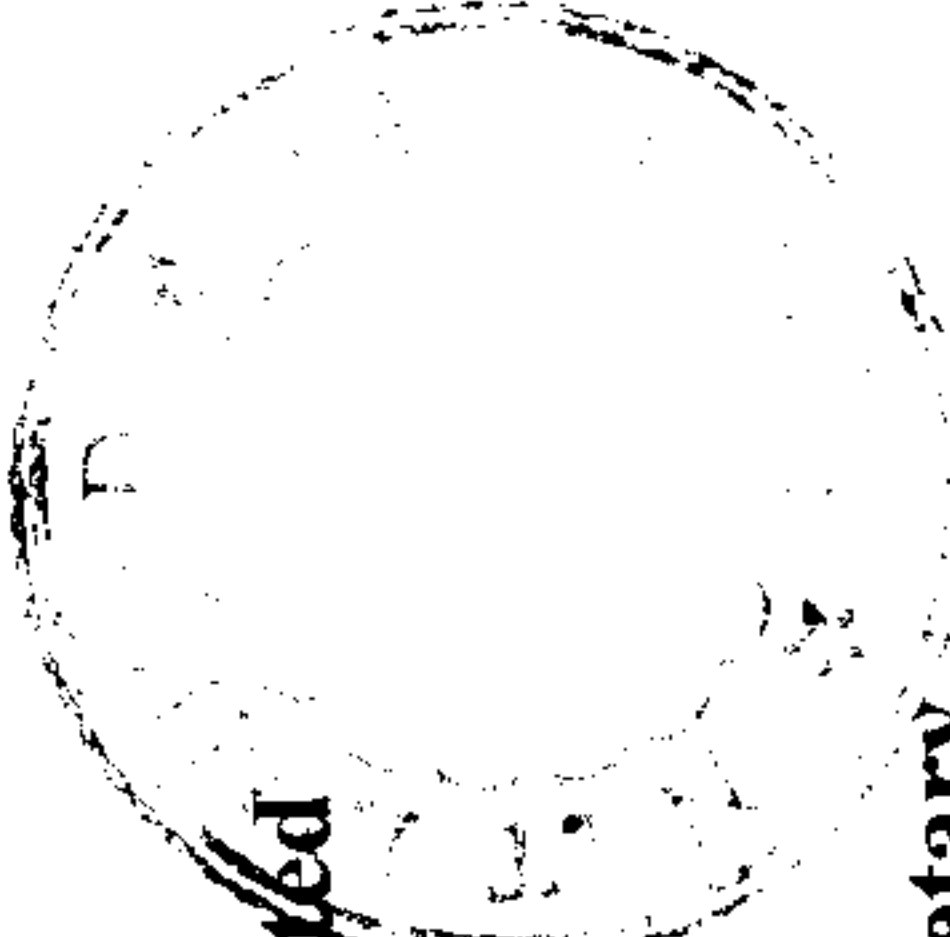
<b>Resolution 2</b>						
<b>To authorize the Board of Directors of the Company to secure the borrowings</b>						
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(4)+(2)} \times 100$
Promoter and Promoter Group	5,64,73,335	5,64,73,335	100%	5,64,73,335	0	100%
Public – Institutional holders	3,82,27,454	2,21,94,311	100%	2,21,94,311	0	100%
Public-Others	7,04,69,808	7,40,071	1.05%	6,51,969	88,102	88.10%
<b>Total</b>	<b>16,51,70,597</b>	<b>7,94,07,717</b>	<b>48.08%</b>	<b>7,93,19,615</b>	<b>88,102</b>	<b>99.89%</b>
						<b>11.90%</b>
						<b>0.11%</b>



Resolution No. 3 To authorize the Board of Directors to make investments or give loans / guarantees or provide securities in connection with a loan							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5,64,73,335	5,64,73,335	100%	5,64,73,335	0	100%	0
Public – Institutional holders	3,82,27,454	2,14,70,746	56.16%	1,57,02,786	57,67,960	73.14%	26.86%
Public-Others	7,04,69,808	7,43,176	1.05%	6,55,339	87,837	88.18%	11.82%
Total	16,51,70,597	7,86,87,257	47.64%	7,28,31,460	58,55,797	92.56%	7.44%

For NIIT Limited

  
Rajesh Arora  
Company Secretary



**NITYANAND SINGH & CO.**  
**COMPANY SECRETARIES**

**Report of Scrutinizer(s)**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
**NIIT Limited**  
8, Balaji Estate, First Floor,  
Guru Ravi Das Marg,  
Kalkaji, New Delhi – 110019

**Sub : Passing of Resolutions by Postal Ballot - Report of the Scrutinizer**

Dear Sir,

1. The Board of Directors of NIIT Limited had appointed me as Scrutinizer to conduct postal ballot process in a fair and transparent manner for seeking approval of shareholders for the items as mentioned in the notice of Postal Ballot dated December 15, 2014.
2. The Company Secretary had in pursuance to provisions of Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 vide Notice dated 15<sup>th</sup> December, 2014 circulated to the shareholders the Resolutions as detailed below to be passed by way of postal ballot (including e-voting):

Resolution No.	Type of Resolution	Purpose of resolution
1.	Special Resolution	To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 crores which may exceed the aggregate of paid up share capital and free reserves of the company
2.	Special Resolution	To authorize the Board of Directors of the Company to secure the borrowings
3.	Special Resolution	To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan

In the above matter, I submit my Report as under:

- (i) The Company had completed the dispatch of the Postal Ballot Notice along-with form to all the members on December 29, 2014 through registered post and e-mail to all the shareholders whose e-mail ids are registered with depository participants.





- (ii) The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in The Financial Express (English) and Jansatta (Hindi) on December 30, 2014
- (iii) The Shareholders of the Company had option to vote either through the Postal Ballot forms or through e-voting facility. They have casted 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 have monitored the process of electronic voting through scrutinizer's secured link provided by NSDL on the designated website.
- (v) The e-voting period commenced on 30<sup>th</sup> December 2014 at 09:00 A.M. (IST) and completed on 28<sup>th</sup> January, 2015 at 06:00 P.M (IST), thereafter the voting was disabled.
- (vi) Particulars of all the Postal Ballot forms received from the members have been entered in a Register separately maintained for this purpose. Similarly votes casted through e-voting have also been recorded in register maintained for the purpose.
- (vii) The Postal ballot forms were kept in my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- (viii) The Ballot Envelopes were opened on 28<sup>th</sup> January, 2014 in my presence.
- (ix) The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of members of NIIT Limited /list of beneficiaries as on 19 December, 2014.
- (x) All postal ballot forms received up to the close of working hours on 28<sup>th</sup> January, 2014, at 6:00 P.M. the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- (xi) Envelopes containing postal ballot forms returned undelivered aggregate to 2352 and the same were duly entered in register maintained for the purpose. These envelopes were not opened and have been kept separately.
- (xii) I did not find any defaced or mutilated ballot paper.
- (xiii) 6 duplicate ballot forms were issued by the Company, to the shareholders who did not receive the postal ballot notice and had requested for duplicate postal ballot forms.



(xiv) The summary of the Postal Ballot forms and E-voting process is as under:-

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Postal Ballot Notices and Forms dispatched to the shareholders of the Company on December 29, 2014 by Registered Post.	34,777	2,83,34,551
2	Postal Ballot Notices sent through Email by NDSL on December 29, 2014	41,229	13,68,36,046
	<b>Total number of shares</b>		<b>16,51,70,597</b>

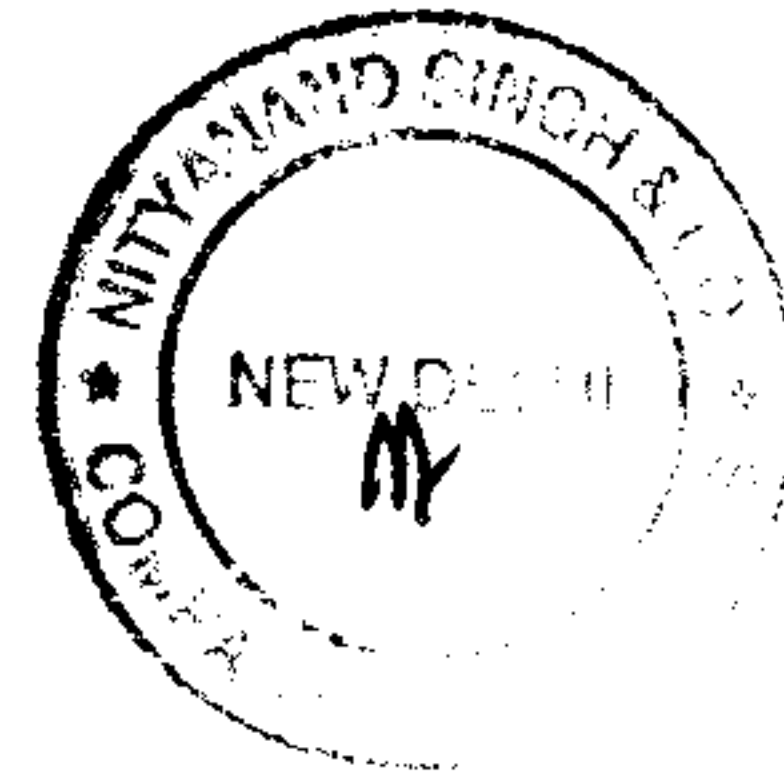
(xiii) The summary of the result under Postal Ballot forms and E-voting process is as under:-

Resolution 1:

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

(A) Results of votes casted through Postal Ballot forms:

S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 28.01.2015 in respect of the above Resolution No. 1	842	3135811
	<b>Less: Postal Ballot Forms found invalid</b>	<b>82</b>	<b>2828886</b>
2	Net valid Postal Ballot Forms (as per Register)	760	<b>306925</b>
3	Votes casted in favour of Resolution No. 1	716	290296
4	Votes casted i against Resolution No. 1	44	16629



(B) Votes casted through E-voting :

S. No.	Particulars	No. of shareholders who opted E-voting facility	Total No. of Shares
1	Votes casted by shareholders through E-voting till 28.01.2015 (as per data received from NSDL).  Less: Invalid votes as a Shareholder also exercised voting through Postal Ballot Form	316  0	79420485  0
2	Net valid votes	316	79420485
3	Votes casted in favour the Resolution No.1	273	79347509
4	Votes casted against Resolution No. 1	43	72976

(C) Combined result of votes casted through Postal Ballot and E-voting process:

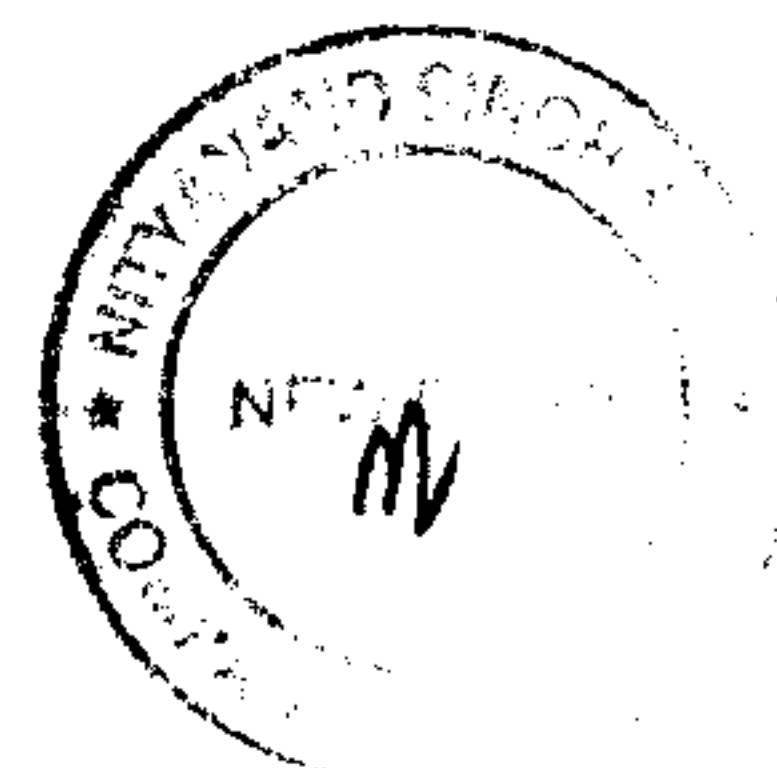
S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes casted to total valid votes casted
1	Total number of votes casted in favour of the Resolution (A3 + B3)	989	79637805	99.88
2	Total number of votes casted against the Resolution (A4 + B4)	87	89605	0.12
<b>Total valid votes casted</b>			<b>79727410</b>	<b>100</b>

Resolution 2:

**Special Resolution** to authorize the Board of Directors of the Company to secure the borrowings

(A) Results of votes casted through Postal Ballot forms:

S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 28.01.2015 in respect of the above Resolution No. 2  Less: Postal Ballot Forms found invalid	842  102	3135801  2836838



2	Net valid Postal Ballot Forms (as per Register)	740	298963
3	Votes casted in favour of Resolution No. 2	694	280677
4	Votes casted against Resolution No. 2	76	18286

(B) Votes casted through E-voting :

S. No.	Particulars	No. of shareholders who opted E-voting facility	Total No. of Shares
1	Votes casted by shareholders through E-voting till 28.01.2015 (as per data received from NSDL).  Less: Invalid votes as a Shareholder also exercised voting through Postal Ballot Form	317  0	79108754  0
2	Net valid votes	317	79108754
3	Votes casted in favour the Resolution No.2	280	79038938
4	Votes casted against Resolution No. 2	37	69816

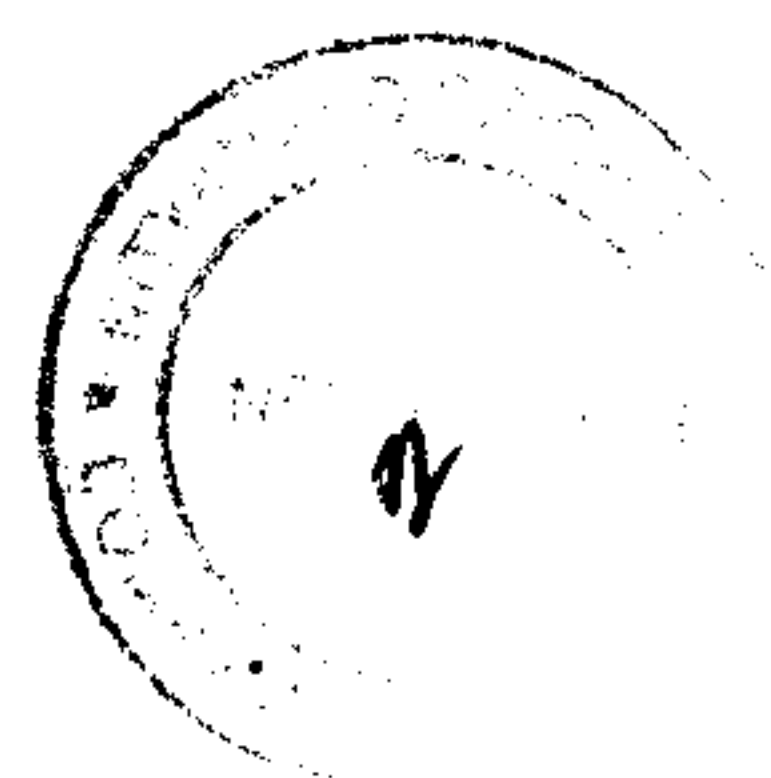
(C) Combined result of votes casted through Postal Ballot and E-voting process:

S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes casted to total valid votes casted
1	Total number of votes casted in favour of the Resolution (A3 + B3)	974	79319615	99.89
2	Total number of votes casted against the Resolution (A4 + B4)	113	88102	0.11
<b>Total valid votes casted</b>			<b>79407717</b>	<b>100</b>

Resolution 3:

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

(A) Results of votes casted through Postal Ballot forms:



S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 28.01.2015 in respect of the above Resolution No. 3	842	3135801
	<b>Less:</b> Postal Ballot Forms found invalid	102	2837238
2	Net valid Postal Ballot Forms (as per Register)	740	298563
3	Votes casted in favour of Resolution No. 3	697	283744
4	Votes casted against Resolution No. 3	43	14819

(B) Votes casted through E-voting :

S. No.	Particulars	No. of shareholders who opted E-voting facility	Total No. of Shares
1	Votes casted by shareholders through E-voting till 28.01.2015 (as per data received from NSDL).	318	78388694
	<b>Less:</b> Invalid votes as a Shareholder also exercised voting through Postal Ballot Form	0	0
2	Net valid votes	318	78388694
3	Votes casted in favour the Resolution No.3	263	72547716
4	Votes casted against Resolution No. 3	55	5840978

(C) Combined result of votes casted through Postal Ballot and E-voting process:

S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes casted to total valid votes casted
1	Total number of votes casted in favour of the Resolution (A3 + B3)	960	72831460	92.56
2	Total number of votes casted against the Resolution (A4 + B4)	98	5855797	7.44
<b>Total valid votes casted</b>			<b>78687257</b>	<b>100</b>



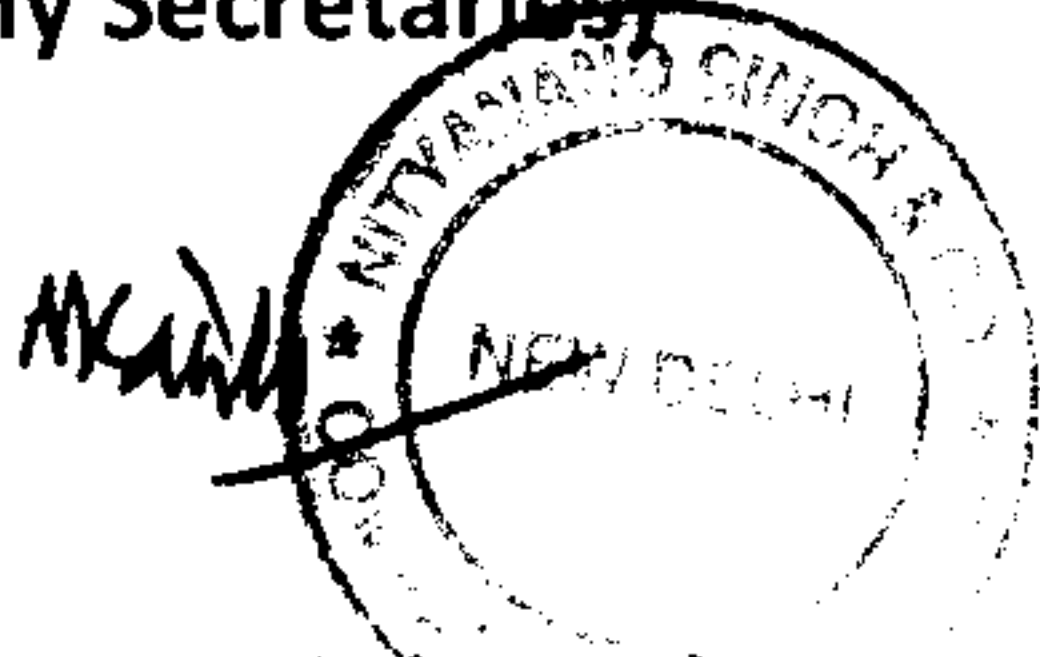
I have, on the reckoning of voting rights of the shareholders on the basis of the paid up value of the shares registered in their names found that the Special Resolutions No. 1 to 3 have been duly passed. You may accordingly declare the result of the voting by postal ballot/e-voting.

I shall handover the postal ballot forms and other related papers/registers and records for the safe custody of the official authorized by the Board on 31<sup>st</sup> January 2015 after the declaration of the Postal Ballot/E-voting Result.

Thanking you,

Yours truly

**For Nityanand Singh & Co.  
(Company Secretaries)**



**Nityanand Singh (Prop.)  
C.P. No.: 2388  
Membership No.: 2668**

**Place:** New Delhi

**Dated:** January 31, 2015