

**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

March 25, 2016

**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

**Subject: Intimation of the Outcome of the Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir,

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Members of the Company have approved the Special Resolution with requisite majority as set out in the Notice of the Postal Ballot dated February 10, 2016 regarding :

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

Based on the report of the scrutinizer the result of the Postal Ballot has been announced today by the Chairman of the Company that the aforesaid resolution has been passed by the requisite majority through postal ballot process.

Accordingly we are enclosing herewith the Postal Ballot results in the prescribed format under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I** along with Scrutinizers Report.

Further please note that aforesaid Postal Ballot result 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.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,  
For NIIT Limited

**Authorised Signatory**

Encl: a/a

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

**Summary of Voting Results of Postal Ballot  
Date of Declaration of Result - 25-03-2016**

Date of AGM/EGM		Not Applicable						
Total number of shareholders as on Record Date i.e. February 5, 2016		75829						
No. of Shareholders Voted (including Remote e-voting)		920						
Promoters and Promoter Group		13						
Public (including others)		907						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group		Not Applicable						
Public (including others)		Not Applicable						
Agenda wise disclosure (to be disclosed separately for each agenda item)								
Resolution No. 1		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan						
Resolution required : (Ordinary/ Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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	E-voting	56473335	55814093	98.83	55814093	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	
	Postal Ballot		659242	1.17	659242	0	100.00	0.00
	Total		56473335	100.00	56473335	0	100.00	0.00
Public Institutions	E-voting	37481399	28507557	76.06	28507557	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	
	Postal Ballot		0	0.00	0	0	0.00	
	Total		28507557	76.06	28507557	0	100.00	0.00
Public Non Institutions	E-voting	71516899	161078	0.23	124125	36953	77.06	22.94
	Poll		0	0.00	0	0	0.00	
	Postal Ballot		1828000	2.56	1810377	17623	99.04	0.96
	Total		1989078	2.78	1934502	54576	97.26	2.74
Total		165471633	86969970	52.56	86915394	54576	99.94	0.06

Result : Resolution passed with requisite majority.

**Result : Resolution passed with requisite majority**

Place : New Delhi  
Date : 25 March 2016

For NIIT Limited

Authorized Signatory

**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 Sirs,

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 certain matters.
2. The Director of the Company has in pursuance to provisions of Section 110 of the Companies Act 2013 read with and Rule 22(9) of the Companies (Management and Administration) Rules, 2014 vide Notice dated 10th February, 2016 circulated to the shareholders the following Resolutions:-

Resolution No.	Type of Resolution	For
1.	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 completed dispatch of said Postal Ballot Notice on 20<sup>th</sup> February, 2016 along with Postal Ballot Form and Postage pre-paid Business Reply Envelope to its members 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 on 5<sup>th</sup> February, 2016.

- (ii) The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('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").
- (iii) I had monitored the process of e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iv) The e-voting period commenced on February 22, 2016 at 09:00 A.M. (IST) and completed on March 23, 2016 at 05:00 P.M (IST). The Physical Postal Ballot forms received till the close of working hours of March 23, 2016 were considered for this purpose.
- (v) Particulars of all the Postal Ballot forms received from the members have been entered in a Register separately maintained for the purpose. Similarly votes casted through e-voting have also been recorded in register maintained for the purpose.
- (vi) 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.
- (vii) The Ballot Envelopes were opened on 23<sup>rd</sup> March, 2016 in my presence.
- (viii) 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 5<sup>th</sup> February, 2016.
- (ix) All postal ballot forms received up to the close of working hours on 23<sup>rd</sup> March, 2016, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- (x) I did not find any defaced or mutilated ballot paper.
- (xi) No duplicate ballot form was issued by the Company.



(xii)The summary of the Postal Ballot Notices and forms sent via Registered Post and sent via e-mail are 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 till 20 <sup>th</sup> February, 2016 by Registered Post.	30316	2,60,09,521
2	Postal Ballot Notices and Forms sent through Email by NSDL on 19 <sup>th</sup> February, 2016	45513	13,94,62,112
<b>Total</b>		<b>75829</b>	<b>16,54,71,633</b>

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

**Resolution No. 1:** To authorize the Board of Directors to make investments or give loans /guarantees or provide securities in connection with a loan.

(A) Number of Votes cast through Postal Ballot forms and e-voting:

S. No.	Particulars	No. Of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 23.03.2016 in respect of the above Resolution	725	25,25,426
	Less: Postal Ballot Forms found invalid	84	37,502
	Net valid Postal Ballot Forms (as per Register)	641	24,87,242*
2	Valid Votes cast by shareholders through e-voting till 23.03.2016 (as per data received from NSDL).	279	8,44,82,728
	<b>Total valid votes casted through Postal Ballot and e-voting</b>	<b>920</b>	<b>8,69,69,970</b>

\*Some of the Shareholder casted their votes less than of their shareholding.



(B) Results of votes cast through Postal Ballot forms and e-voting process:

S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	805	8,69,15,394	99.94
2	Total number of votes cast against the Resolution	115	54,576	0.06
<b>Total</b>		<b>920</b>	<b>8,69,69,970</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 above Resolution have been duly passed with requisite majority. You may accordingly declare the result of the voting by postal ballot/ E-voting.

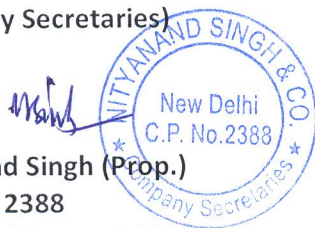
The postal ballot forms and other related papers/Registers and records are also being handed over for safe custody to the Company.

Thanking you,

Yours truly

For Nityanand Singh & Co.  
(Company Secretaries)

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



Place: New Delhi

Dated: 25<sup>th</sup> March, 2016