



NIIT Limited

95, 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: L74899DL1961PLC015865

www.niit.com

October 4, 2019

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

The Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

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,

This is in continuation to our letter dated August 10, 2019 intimating that Board of Directors at its meeting held on August 10, 2019, has inter alia approved the proposal for buyback of up to 26,800,000 fully paid-up Equity Shares of the Company of face value INR 2/- each at INR 125/- per Equity Share (the Buyback) for an aggregate amount not exceeding INR 3350 million (Rupees Three Thousand Three Hundred and Fifty Million Only).

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Shareholders of the Company have passed the Special Resolution by the requisite majority on October 3, 2019 through e-voting and postal ballot process as set out in the Notice of the Postal Ballot dated August 29, 2019 regarding:

“Approval for Buyback of Equity Shares”

Based on the report of the scrutinizer the result of the e-voting and Postal Ballot has been announced today by the authorised representative of the Company that the aforesaid special resolution has been passed by the requisite majority by the shareholders.

Accordingly we are enclosing herewith the e-voting and 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.

AB

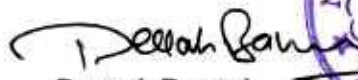
Further please note that aforesaid Postal Ballot result and Scrutinizer's Report are available on the website of the Company www.niit.com and National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,
For NIIT Limited



Deepak Bansal
Company Secretary



AR

Encl: a/a

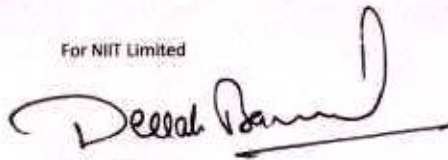
NIIT Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of declaration of the results of Postal Ballot	October 04 2019
Total number of shareholders as on the Cut-Off date	65376
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable

Resolution: Approval of Buyback of equity Shares								
Resolution required : Special Resolution								
Whether Promoter/ Promoter Group interested in the agenda/ resolution : Promoter/ Promoter Group of the Company are not, in anyway, concerned or interested in passing of the proposed special resolution, save and except to the extent of their shareholding in the Company.								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	Remote e-voting	5,28,28,676	5,21,45,731	98.71	5,21,45,731	-	100.00	-
	Postal Ballot			-			-	-
	Total	5,28,28,676	5,21,45,731	98.71	5,21,45,731		100.00	-
Public- Institutional holders	Remote e-voting	5,37,25,612	3,70,48,022	68.96	3,70,48,022	-	100.00	-
	Postal Ballot			-			-	-
	Total	5,37,25,612	3,70,48,022	68.96	3,70,48,022		100.00	-
Public- Others	Remote e-voting	6,13,06,215	67,36,129	10.99	67,32,981	3,148	99.95	0.05
	Postal Ballot		6,66,947	1.09	6,66,947		100.00	-
	Total	6,13,06,215	74,03,076	12.08	73,99,928		99.96	-
Grand Total		16,78,60,503	9,65,96,829	57.55	9,65,93,681	3,148	100.00	0.00

For NIIT Limited


Deepak Bansal
Company Secretary

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

Subject: Passing of Resolution for approval for buyback of equity shares through Postal Ballot and remote e-voting - 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 above mentioned matter.
2. The Company Secretary has in pursuance to provisions of Section 110 of the Companies Act, 2013 and read with Rule 22(9) of the Companies (Management and Administration) Rules, 2014 vide Notice dated 29th August, 2019 circulated to the shareholders the following Resolution:-

Resolution No.	Type of Resolution	For
1.	Special Resolution	Approval of Buyback of Equity Shares

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

- (i) The Company completed dispatch of said Postal Ballot Notice on 3rd September, 2019 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 23rd August, 2019.
- (ii) 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' via National Securities Depository Limited (hereinafter referred to as the "NSDL").

- (iii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iv) The remote e-voting period commenced on September 4, 2019 at 9:00 A.M (IST) and completed on October 3, 2019 at 05:00 P.M (IST). The Physical Postal Ballot forms received upto 5:00 PM of October 3, 2019 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 remote e-voting have also been recorded in register maintained for the purpose.
- (vi) The Postal ballot forms were kept in my safe custody boxes before commencing the scrutiny of such postal ballot forms.
- (vii) The Ballot Envelopes were opened on 4th October, 2019 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 cut-off date.
- (ix) All postal ballot forms received up to 5:00 PM on October 3, 2019, 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 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 3 rd September, 2019 by Registered Post.	15,686	2,03,80,494



2	Postal Ballot Notices and Forms sent through Email by NSDL on 03 rd of September, 2019	49,688	14,72,21,241
Total		65,374	16,76,01,735

* 2,58,768 Equity shares were allotted to employees of the Company under NIIT ESOP plan 2005 on 22nd August 2019 and hence postal ballot notice and form were served.

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

Special Resolution for approval of Buyback of Equity Shares

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

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company.	142	7,36,127
	Less: Postal Ballot Forms found invalid	17	69,180
	Net valid Postal Ballot Forms (as per Register)	125	6,66,947
2	Valid Votes cast by shareholders through remote e-voting.	333	9,59,29,882
	Total valid votes casted through Postal Ballot and e-voting	458	9,65,96,829

(B) Results of votes cast through Postal Ballot forms and remote 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	444	9,65,93,681	99.9967
2	Total number of votes cast against the Resolution	14	3,148	0.0033
	Total	458	9,65,96,829	100



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 Special Resolution has been duly passed with requisite majority. You may accordingly declare the result of the voting by postal ballot/ E-voting.

The voting result as per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is enclosed at Annexure A.

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

Thanking you,

Yours truly

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

N Singh



Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

Place : New Delhi

Dated :04-10-2019

[Handwritten signature]

NIIT Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of declaration of the results of Postal Ballot	October 04 2019
Total number of shareholders as on the Cut-Off date	65,376
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable

Resolution: Approval of Buyback of equity Shares								
Resolution required : Special Resolution								
Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway, concerned or interested in passing of the proposed special resolution, save and except to the extent of their shareholding in the Company.								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	Remote e-voting	5,28,28,676	5,21,45,731	98.71	5,21,45,731	-	100.00	-
	Postal Ballot							
	Total	5,28,28,676	5,21,45,731	98.71	5,21,45,731		100.00	-
Public- Institutional holders	Remote e-voting	5,37,25,612	3,70,48,022	68.96	3,70,48,022	-	100.00	-
	Postal Ballot							
	Total	5,37,25,612	3,70,48,022	68.96	3,70,48,022		100.00	-
Public- Others	Remote e-voting	6,13,06,215	67,36,129	10.99	67,32,981	3,148	99.95	0.05
	Postal Ballot		6,66,947	1.09	6,66,947		100.00	-
	Total	6,13,06,215	74,03,076	12.08	73,99,928		99.96	-
Grand Total		16,78,60,503	9,65,96,829	57.55	9,65,93,681	3,148	100.00	0.00

