

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 12, 2021

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 December 24, 2020 intimating that Board of Directors at its meeting held on December 24, 2020, has inter alia approved the proposal for buyback of up to 9,875,000 fully paid-up Equity Shares of the Company of face value Rs. 2/- each at Rs. 240/- per Equity Share for an aggregate amount not exceeding Rs. 2,370 million ("the Buyback"). Further we had informed on January 11, 2021 ("Intimation") that Company has dispatched the postal ballot notice via email in accordance with the MCA circulars and applicable laws as defined in the said intimation, for seeking approval of the shareholders on the said Buyback

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 February 10, 2021 through e-voting as set out in the Notice of the Postal Ballot dated January 8, 2021 regarding:

"Approval for Buyback of Equity Shares"

Based on the report of the scrutinizer the results of the e-voting have 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 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 Scrutinizer's Report.



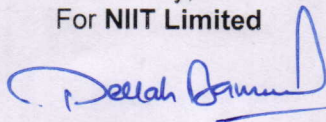
Further please note that aforesaid Postal Ballot result and Scrutinizer's Report are available on the website of the Company www.niit.com and National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,
For **NIIT Limited**



Deepak Bansal
Company Secretary



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	February 12, 2021
Total number of shareholders as on the Cut-Off date	77,319
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 the special resolution, 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	48,604,637	48,580,934	99.9512	48,580,934	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	48,604,637	48,580,934	99.9512	48,580,934	-	100.0000	-
Public- Institutional holders	Remote e-voting	49,861,275	30,602,188	61.3747	30,602,188	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	49,861,275	30,602,188	61.3747	30,602,188	-	100.0000	-
Public- Others	Remote e-voting	43,342,219	6,764,183	15.6065	6,761,199	2,984	99.9559	0.0441
	Postal Ballot		-	-	-	-	-	-
	Total	43,342,219	6,764,183	15.6065	6,761,199	2,984	99.9559	0.0441
Grand Total		141,808,131	85,947,305	60.6082	85,944,321	2,984	99.9965	0.0035

For NIIT Limited

Deepak Bansal
Company Secretary

Report of Scrutinizer(s)

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

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 buy back of equity shares through remote e-voting – Report of the Scrutinizer

Dear Sir,

1. I, Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretary, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, has been appointed as the Scrutinizer by the Board of Directors of the NIIT Limited ("the Company"), to conduct postal ballot process through remote e-voting process in a fair and transparent manner for seeking approval of shareholders for the above mentioned matter pursuant to the notice dated 08th January, 2021 issued through electronic mode under section 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rule 2014, as amended from time to time and in compliance with the MCA Circular No 14/2020 dated April 8, 2020, Circular No 17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs.
2. The Company Secretary 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 08th January, 2021 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 Postal Ballot Notice was sent on Monday, January 11, 2021 only through electronic mode to all those Members whose names appear in the Register of Members and who have registered their email addresses with Depository Participant or the Company as on cut-off date i.e. December 31, 2020 ("Cut-off date") in compliance with the MCA Circular No 14/2020 dated April 8, 2020, Circular No 17/2020 dated April 13, 2020 and Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs
- (ii) The Shareholders of the Company had casted their vote through electronic voting ('remote e-voting') facility only 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) My responsibility as a Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Special Resolution stated in Postal Ballot Notice dated 08th January, 2021 based on the reports generated from the e-voting system provided by NSDL, the Authorized agency engaged to provide e-voting facilities, to the company.
- (v) The remote e-voting period commenced on January 12, 2021 at 9:00 A.M (IST) and completed on February 10, 2021 at 05:00 P.M (IST).
- (vi) Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- (vii) Particulars of all remote e-voting received from the members have been entered in the register maintained for that purpose.
- (viii) The Company had also published an advertisement in the newspaper on January 12, 2021 in Financial Express (English) and Jansatta (Hindi) for dispatch of postal ballot notice to shareholders.
- (ix) The remote e-voting system was unblocked at 05:18 PM (IST) on 10th February 2021 in the presence of two witnesses namely Sunil Kumar, R/o House No. 6 E Block STD Road Qutub Vihar Sector-19 Dwarka New Delhi-110071 and Kirti, R/o C-480 Hastsal Road Uttam Nagar New Delhi-110059, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Sanjiv Kumar

[Signature]

(x) All votes casted through remote e-voting facility starting from January 12, 2021 at 9:00 A.M (IST) and upto February 10, 2021 at 05:00 P.M (IST) were considered for my scrutiny.

(xi) The summary of Postal Ballot Notices sent via e-mail is as under:

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Postal Ballot Notices dispatched to the shareholders of the Company	NA	NA
2	Postal Ballot Notices sent through Email by NSDL on January 11, 2021	66,296	136,616,932
	Total	66,296	136,616,932

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

Special Resolution for approval of Buyback of Equity Shares

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

S. No.	Particulars	No. of Members voted	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company.	NA	NA
	Less: Postal Ballot Forms found invalid	NA	NA
	Net valid Postal Ballot Forms (as per Register)	NA	NA
2	Valid Votes cast by shareholders through remote e-voting.	583	85,947,305
	Total valid votes casted e-voting	583	85,947,305



(B) Results of votes cast through Postal Ballot 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	560	85,944,321	99.9965
2	Total number of votes cast against the Resolution	23	2,984	0.0035
Total		583	85,947,305	100.0000

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 Resolutions have been duly passed as Special Resolution with requisite majority. You may accordingly declare the result of the voting by / E-voting.

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

Thanking you,

Yours truly

For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: 2668
UDIN: F002668B002809109

Place : New Delhi
Dated :12.02.2021



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	February 12, 2021
Total number of shareholders as on the Cut-Off date	77,319
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 the special resolution, 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	48,604,637	48,580,934	99.9512	48,580,934	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	48,604,637	48,580,934	99.9512	48,580,934	-	100.0000	-
Public- Institutional holders	Remote e-voting	49,861,275	30,602,188	61.3747	30,602,188	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	49,861,275	30,602,188	61.3747	30,602,188	-	100.0000	-
Public- Others	Remote e-voting	43,342,219	6,764,183	15.6065	6,761,199	2,984	99.9559	0.0441
	Postal Ballot		-	-	-	-	-	-
	Total	43,342,219	6,764,183	15.6065	6,761,199	2,984	99.9559	0.0441
Grand Total		141,808,131	85,947,305	60.6082	85,944,321	2,984	99.9965	0.0035

