



NIIT Limited
Registered Office:
Plot No 85, Sector 32,
Institutional Area,
Gurugram 122 001,
(Haryana) India
Tel:+91 (124) 4293000
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Email: info@niit.com

CIN: L74899HR1981PLC107123

www.niit.com

March 15, 2024

The Manager
National Stock Exchange of India Limited
Listing Department
Exchange Plaza
5th Floor, Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400051

The Manager
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001

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

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir,

This is in continuation to our letter dated January 15, 2024, and February 2, 2024, regarding change in the Board of Directors inter alia including:

- appointment of Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as an Additional Director (Non-executive & Independent) of the Company with effect from January 15, 2024; and
- appointment of Ms. Sonu Halan Bhasin (DIN: 02872234) as an Additional Director (Non-executive & Independent) of the Company with effect from February 2, 2024,

subject to shareholders' approval ("appointments").

Further we had informed on February 12, 2024 ("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 appointments.

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 Resolutions regarding the said appointments by the requisite majority on March 14, 2024, through e-voting only, as set out in the Notice of the Postal Ballot dated February 02, 2024.

The results of the e-voting have been announced today by the authorised representative of the Company based on the report of the scrutinizer. Accordingly, we are enclosing herewith the e-voting 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 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**



Arpita Bisaria Malhotra
Company Secretary

Encl: a/a

Report of Scrutinizer

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
NIIT Limited
Plot No. 85, Sector 32,
Institutional Area,
Gurugram, Haryana – 122001

Subject: Scrutinizer's Report on Postal Ballot held through remote e-voting in respect of passing of resolutions as set out in the postal ballot notice dated February 02, 2024

Dear Sir,

1. I, Nityanand Singh, Practicing Company Secretary, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, have 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 only in a fair and transparent manner for seeking approval of shareholders for the resolutions mentioned in notice dated February 02, 2024 issued through electronic mode under Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in compliance with the MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable circulars.
2. The Company Secretary has in pursuance to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 vide Notice dated February 02, 2024 circulated to the shareholders the following Resolutions: -



Resolution No.	Type of Resolution	For
1.	Special Resolution	To appoint Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as an Independent Director of the Company
2.	Special Resolution	To appoint Ms. Sonu Halan Bhasin (DIN: 02872234) as an Independent Director of the Company

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

- (i) The Postal Ballot Notice was sent only through electronic mode to all those Members whose names appear in the Register of Members/ List of Beneficial Owners and who have registered their email addresses with Depository Participant or the Company as on cut-off date i.e., February 09, 2024 in compliance with the MCA Circulars.

The Shareholders of the Company had cast their vote through electronic voting ('remote e-voting') facility only. The Company had engaged the services of National Securities Depository Limited (hereinafter referred to as the "NSDL") for remote e-voting.

- (ii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iii) My responsibility as a Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report for the votes cast "in favour" or "against" the Special Resolutions stated in Postal Ballot Notice dated February 02, 2024 based on the reports generated from the e-voting system provided by NSDL.
- (iv) The remote e-voting period commenced on February 14, 2024 at 09:00 A.M. (IST) and was ended on March 14, 2024 at 05:00 P.M. (IST).
- (v) 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.
- (vi) Particulars of all remote e-voting received from the members have been entered in the register maintained for that purpose.
- (vii) The Company had also published an advertisement in the newspaper on Tuesday 13th February, 2024 in Financial Express (English) and Jansatta (Hindi) for dispatch of postal ballot notice to shareholders.



(viii) The remote e-voting system was unblocked at 05:08 P.M. (IST) on March 14, 2024 in the presence of two witnesses namely Ms. Vanshika Agarwal R/o E-11, Shivaji Road Adarsh Nagar, New Delhi-110033 and Ms. Bhawna Bisht, R/o Gh-9, Paschim Vihar, New Delhi-110087, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Vanshika

(Ms. Vanshika Agarwal)

Bhawna

(Ms. Bhawna Bisht)

(ix) All votes cast through remote e-voting facility starting from February 14, 2024 at 09:00 A.M. (IST) and upto March 14, 2024 at 05:00 P.M. (IST) were considered for my scrutiny.

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

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Physical copy of Postal Ballot Notices dispatched to the shareholders of the Company	N.A.	N.A.
2	Postal Ballot Notices sent through Email by NSDL on 12.02.2024	1,08,720	13,23,53,693
Total		1,08,720	13,23,53,693

Based on the scrutiny the summary of the results of remote e-voting is as under:-

1) Special Resolution for appointment of Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as an Independent Director of the Company.

S. No.	Particulars	No. of shareholders who cast valid votes	Number of valid votes cast	% of total valid votes cast
1	Voted in favour of the Resolution	603	7,94,44,485	99.9970
2	Voted against the Resolution	24	2,416	0.0030
Total		627	7,94,46,901	100

- Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL



2) **Special Resolution for appointment of Ms. Sonu Halan Bhasin (DIN: 02872234) as an Independent Director of the Company.**

S. No.	Particulars	No. of shareholders who cast valid votes	Number of valid votes cast	% of total valid votes cast
1	Voted in favour of the Resolution	595	7,88,13,612	99.2029
2	Voted against the Resolution	33	6,33,254	0.7971
Total		628	7,94,46,866	100

- Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL
3. 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 Resolutions** with requisite majority. You may accordingly declare the result of the remote e-voting.
4. The voting result as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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: F002668E003588613

Place : New Delhi
Date : March 15, 2024



Annexure-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	15.03.2024
Total number of shareholders as on the Cut-Off date	115506
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of shareholders present in the meeting through Video Conferencing: Promoters and Promoter Group: Public:	NA

<p>Resolution : To appoint Mr. Sanjiv Kumar Chaudhary (DIN: 06525007) as an Independent Director of the Company. Resolution required : Special Resolution Whether Promoter/ Promoter Group interested in the agenda/ resolution: No</p>									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- favour	In	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	46,893,787	46,810,074	99.8215	46,810,074	-	100.0000	-	
	Postal Ballot		-	-	-	-	-	-	
	Total	46,893,787	46,810,074	99.8215	46,810,074	-	100.0000	-	
Public- Institutional holders	Remote e-voting	41,354,307	25,363,641	61.3325	25,363,641	-	100.0000	-	
	Postal Ballot		-	-	-	-	-	-	
	Total	41,354,307	25,363,641	61.3325	25,363,641	-	100.0000	-	
Public- Others	Remote e-voting	46,807,128	7,273,186	15.5386	7,270,770	2,416	99.9668	0.0332	
	Postal Ballot		-	-	-	-	-	-	
	Total	46,807,128	7,273,186	15.5386	7,270,770	2,416	99.9668	0.0332	
Grand Total		135,055,222	79,446,901	58.8255	79,444,485	2,416	99.9970	0.0030	



Resolution : To appoint Ms. Sonu Halan Bhasin (DIN: 02872234) as an Independent Director of the Company.

Resolution required : Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: No

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	46,893,787	46,810,074	99.8215	46,810,074	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	46,893,787	46,810,074	99.8215	46,810,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	41,354,307	25,363,641	61.3325	24,733,738	629,903	97.5165	2.4835
	Postal Ballot		-	-	-	-	-	-
	Total	41,354,307	25,363,641	61.3325	24,733,738	629,903	97.5165	2.4835
Public- Others	Remote e-voting	46,807,128	7,273,151	15.5386	7,269,800	3,351	99.9539	0.0461
	Postal Ballot		-	-	-	-	-	-
	Total	46,807,128	7,273,151	15.5386	7,269,800	3,351	99.9539	0.0461
Grand Total		135,055,222	79,446,866	58.8255	78,813,612	633,254	99.2029	0.7971

