

**February 15, 2020**

The Secretary  
**BSE Limited**  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-400 001

The Secretary  
**National Stock Exchange of India Ltd**  
Exchange Plaza,  
5<sup>th</sup> Floor, Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai-400 001

Dear Sir(s),

**Sub: Declaration of voting results of the Postal Ballot concluded on February 13, 2020 as per Regulation 44(3) of SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015**

This is in continuation of our letter dated December 23, 2019 intimating that Board of Directors of the Company at its meeting on December 23, 2019, has inter-alia approved the proposal of Buyback of up to 19,56,290 fully paid equity shares of a face value of Rs. 10/- each at a price of upto INR 1,725 (Rupees One Thousand Seven Hundred Twenty Five Only) per share aggregating up to INR 337,46,00,250 (Rupees Three Hundred Thirty Seven Crores Forty Six Lakhs and Two Hundred Fifty only) and intimation of Postal ballot notice seeking approval of the Shareholders on the same.

We wish to inform you that the Shareholders of the Company have approved the Special Resolution for the aforesaid matter by requisite majority on February 13, 2020 through e-voting and postal ballots process as set out in the Notice of Postal Ballot dated December 23, 2019.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, details of the Voting Results of the Postal Ballot concluded on February 13, 2020 at 05:00 P.M. are enclosed in the prescribed format alongwith the Scrutinizer's Report on remote E-voting and voting through Postal Ballot process as received by the Company today.

Please note that the aforesaid results and Scrutinizer's Report are available on the website of the Company [www.niit-tech.com](http://www.niit-tech.com) and National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and records.

For **NIIT Technologies Limited**

  
**Lalit Kumar Sharma**  
**Company Secretary & Legal Counsel**  
**FCS: 6218**

**Encl: as above**

**Report of Scrutinizer**

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

To,

The Chairman / Authorized Person

**NIIT Technologies Limited**  
8, Balaji Estate, First Floor,  
Guru RavidasMarg, Kalkaji,  
New Delhi – 110 019

**Subject: Scrutinizer's Report on Postal Ballot Results (including remote e-voting)  
conducted as per the relevant provisions of the Companies Act, 2013**

Dear Sir,

The Board of Directors of NIIT Technologies Limited (the "Company") appointed us, M/s. Nityanand Singh & Co., a Company Secretary Firm, having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029 as the Scrutinizer for the purpose of scrutinizing the Postal Ballot process (including remote e-voting) in a fair and transparent manner in respect of the Special Resolution, as set out in the Postal Ballot Notice dated December 23, 2019.

- (i) The Company Secretary had, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, vide Postal Ballot Notice dated December 23rd, 2019, circulated to the members the following Resolutions for their approval:

Type of Resolution	Resolution Description
Special Resolution	Buy-back of Equity Shares of the Company through tender offer route

In the above matters, we hereby submit our Report as under:

- (i) The Company completed the dispatch (including electronic mode) of the aforesaid postal ballot notice along with required documents, through permitted mode, on January 14, 2020 to its Members, whose names appeared in the Register of Members of the Company or the list of beneficial owners, as received from the Registrar and Share Transfer Agent of the Company ('RTA') /National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL')as on January 03, 2020 ("Cut-off date").



The summary of dispatch of the Postal Ballot Notices along with required documents is as under:-

S. No.	Particulars	No. of members	Total No. of Shares held
1	Dispatch of Postal Ballot Notices along with required documents through Registered Post / Courier	8,832	34,33,424
2	Postal Ballot Notices and Postal Ballot Forms sent through E-mail by NSDL	27,909	5,90,49,490
	<b>Total</b>	<b>36,741</b>	<b>6,24,82,914</b>

- (ii) The members holding shares as on the Cut-off date i.e January 03, 2020 were entitled to vote on the resolutions stated in Notice of the Postal Ballot.
- (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 January 15, 2020 at 09:00 AM (IST) and completed on February 13, 2020 at 05:00 PM (IST). The Physical Postal Ballot forms received up to 05:00 PM of February 13, 2020 were considered for this purpose.
- (v) The members of the Company had an option to vote either through the physical Postal Ballot Form or through 'remote e-voting' facility provided on the designated website '[www.evoting.nsd.com](http://www.evoting.nsd.com)' of NSDL.
- (vi) The voting period (including remote e-voting) commenced from 09:00 A.M. (IST) on Wednesday January 15, 2020 and end date 05:00 P.M. (IST) on Thursday, February 13, 2020.
- (vii) The Postal ballot forms along with other documents received from the members of the Company are kept in our safe custody.



(viii) The Business Reply envelopes containing Postal Ballot Forms were duly opened in my presence. The remote e-voting system was unblock at 05:16 P.M. (IST) on February 13, 2020 (IST) in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure-I

(ix) I did not find any defaced or mutilated ballot paper. No duplicate ballot form was received.

(x) The particulars of all the Postal Ballot Forms received from the members and votes cast through remote e-voting have been entered in registers maintained separately for this purpose

The summary of the results of voting by Postal Ballot Forms and remote e-voting is as under:-

1) **Special Resolution for approval of Buy-back of Equity Shares of the Company through tender offer route**

A. Summary of valid Postal Ballot Forms and remote e-voting received is as under:

S. No.	Particulars	No. of Postal Ballots/e-votes	Total No. of Shares
1	Total Postal Ballot Forms received from the members of the Company	100	9,649
	<u>Less:</u> Postal Ballot Forms found invalid	15	620
	Net valid Postal Ballot Forms	85	9,029
2	Valid votes cast by members through remote e-voting	280	5,43,89,164
	<b>Total valid votes cast through Postal Ballot Forms and remote e-voting</b>	<b>365</b>	<b>5,43,98,193</b>



B. Summary of valid votes cast through Postal Ballot Forms and remote e-voting in favour and against the Special Resolution is as under:

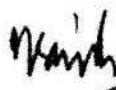

S. No.	Particulars	No. of members who cast valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	332	5,43,82,472	99.97
2	Total number of votes cast against the Resolution	33	15,721	0.03
	<b>Total</b>	<b>365</b>	<b>5,43,98,193</b>	<b>100</b>

I have, on the reckoning of voting rights of the shareholders on the basis of 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 results of voting by postal ballot including remote e-voting.

The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are enclosed with this report as an Annexure II.

Thanking you,  
Yours truly

For Nityanand Singh & Co.  
(Company Secretaries)

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

Place: New Delhi  
Date: 15/02/2020

UDIN: F002668A000553339

1. The e-votes cast through remote e-voting on resolutions stated in the notice for postal ballot of **NIIT Technologies Limited** (CIN: L65993DL1992PLC048753) which ended on 13<sup>th</sup> February, 2020 at 5.00 PM were unblocked in our presence.

2. We are not in the employment of the Company

Witness:

1. Signature Rakesh Matolia

Name: Rakesh Matolia

Address: Plot No.10, Sewak Park, Dwarka Mor, New Delhi-110059

2. Signature Saloni

Name: Saloni Jangir

Address: Tokas Girls PG, Amar Singh Chowk, Dwarka Mor, New Delhi-110059

New Delhi

Date: 15/02/2020



## Annexure II

**NIIT Technologies 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 15, 2020
Total number of shareholders as on the Cut-Off date	36,741
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable

<b>Resolution:</b> Special Resolution for approval of Buy-back of Equity Shares of the Company through tender offer route								
<b>Resolution required:</b> Special Resolution								
<b>Whether Promoter/ Promoter Group interested in the agenda/ resolution:</b> Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the 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	43,807,297	43,807,297	100.00	43,807,297	-	100.00	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>43,807,297</b>	<b>43,807,297</b>	<b>100.00</b>	<b>43,807,297</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	13,171,514	10,567,712	80.23	10,553,725	13,987	99.87	0.13
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>13,171,514</b>	<b>10,567,712</b>	<b>80.23</b>	<b>10,553,725</b>	<b>13,987</b>	<b>99.87</b>	<b>0.13</b>
Public- Others	Remote e-voting	5,504,103	14,155	0.26	13,472	683	95.17	4.83
	Postal Ballot	-	9,029	0.16	7,978	1,051	88.36	11.64
	<b>Total</b>	<b>5,504,103</b>	<b>23,184</b>	<b>0.42</b>	<b>21,450</b>	<b>1,734</b>	<b>92.52</b>	<b>7.48</b>
<b>Grand Total</b>		<b>62,482,914</b>	<b>54,398,193</b>	<b>87.06</b>	<b>54,382,472</b>	<b>15,721</b>	<b>99.97</b>	<b>0.03</b>

\*15 Postal Ballot forms w.r.t an aggregate of 620 shares were found invalid

