

**NIIT Limited**

Registered Office:  
Plot No 85, Sector 33,  
Institutional Area,  
Gurgaon 122 001,  
(Haryana) India  
Tel: +91 (124) 4293000  
Fax: +91 (124) 4293333  
Email: info@niit.com

CIN: L74899DL1981PLC016865

www.niit.com

December 20, 2021

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

**The Manager**  
**BSE Limited**  
Corporate Relationship Department  
1<sup>st</sup> 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**

Dear Sir,

This is in continuation to our letter dated November 10, 2021 intimating that Board of Directors at its meeting held on November 10, 2021, has inter alia approved the proposal for appointment of Mr. Ravindra Babu Garikipati as an Independent Director of the Company for a term of five consecutive years with effect from November 11, 2021 ("Appointment"). Further we had informed on November 18, 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 Appointment.

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 Ordinary Resolution regarding the said Appointment by the requisite majority on December 18, 2021, through e-voting only, as set out in the Notice of the Postal Ballot dated November 10, 2021.

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](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**



**Deepak Bansal**  
**Company Secretary**

Encl: a/a

**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	December 20, 2021
Total number of shareholders as on the Cut-Off date	1,01,388
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 through Video Conferencing: Promoters and Promoter Group: Public:	Not applicable

Resolution : Approval for appointment of Mr. Ravindra Babu Garikipati as an Independent Director of the Company								
Resolution required : Ordinary 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	4,68,93,777	4,68,70,074	99.9495	4,68,70,074	-	100.0000	-
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>4,68,93,777</b>	<b>4,68,70,074</b>	<b>99.9495</b>	<b>4,68,70,074</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	4,47,57,529	3,61,30,407	80.7248	3,61,20,097	10,310	99.9715	0.0285
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>4,47,57,529</b>	<b>3,61,30,407</b>	<b>80.7248</b>	<b>3,61,20,097</b>	<b>10,310</b>	<b>99.9715</b>	<b>0.0285</b>
Public- Others	Remote e-voting	4,19,92,232	74,34,906	17.7054	74,25,768	9,138	99.8771	0.1229
	Postal Ballot		-	-	-	-	-	
	<b>Total</b>	<b>4,19,92,232</b>	<b>74,34,906</b>	<b>17.7054</b>	<b>74,25,768</b>	<b>9,138</b>	<b>99.8771</b>	<b>0.1229</b>
<b>Grand Total</b>		<b>13,36,43,538</b>	<b>9,04,35,387</b>	<b>67.6691</b>	<b>9,04,15,939</b>	<b>19,448</b>	<b>99.9785</b>	<b>0.0215</b>

*Deval Bansal*



**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**  
Plot No. 85, Sector 32,  
Institutional Area,  
Gurugram – 122001,  
Haryana

**Subject: Passing of an Ordinary Resolution for appointment of Mr. Ravindra Babu Garikipati as an Independent Director 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 November 10, 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, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 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 November 10, 2021 circulated to the shareholders the following Resolution:-

Resolution No.	Type of Resolution	For
1.	Ordinary Resolution	Approval for appointment of Mr. Ravindra Babu Garikipati as an Independent Director of the Company

*Deepti Bansal*



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 and who have registered their email addresses with Depository Participant or the Company as on cut-off date i.e. November 12, 2021 ("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, Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs.

The Shareholders of the Company had casted their vote through electronic voting ('remote e-voting') facility. 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 of the votes cast "in favour" or "against" the Ordinary Resolution stated in Postal Ballot Notice dated November 10, 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.
- (iv) The remote e-voting period commenced on Friday, November 19, 2021 at 09:00 A.M (IST) and completed on Saturday, December 18, 2021 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 November 19, 2021 in Financial Express (English) and Jansatta (Hindi) for dispatch of postal ballot notice to shareholders.
- (viii) The remote e-voting system was unblocked at 05:48 PM (IST) on December 18, 2021 in the presence of two witnesses namely Ms. Vrinda Pathak, R/o RZ 34, Old Palam Road, Hari Vihar, Kakrola, Dwarka, New Delhi - 110078 and Mr. Ramniwas, R/o 16A,





B Block, Phase-1, Qutub Vihar, Goyla Dairy, New Delhi-110071, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Vijaya*  
-----

*[Signature]*  
-----

(ix) All votes casted through remote e-voting facility starting from November 19, 2021 at 09:00 A.M (IST) and upto December 18, 2021 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	Postal Ballot Notices dispatched to the shareholders of the Company	NA	NA
2	Postal Ballot Notices sent through Email by NSDL on November 18, 2021	92,968	130,495,305
<b>Total</b>		<b>92,968</b>	<b>130,495,305</b>

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

(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.	669	90,435,387
	<b>Total valid votes casted e-voting</b>	<b>669</b>	<b>90,435,387</b>

*Deekha Banerjee*



(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	636	90,415,939	99.9785
2	Total number of votes cast against the Resolution	33	19,448	0.0215
<b>Total</b>		<b>669</b>	<b>90,435,387</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 as an Ordinary 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: F002668C001836830**

**Place : New Delhi**  
**Date : 20.12.2021**

A handwritten signature in blue ink that reads 'Deekah Bansal'.