

**July 24, 2020**

The Secretary  
**Bombay Stock Exchange 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 400 051.

**Sub: Details of voting results of the 28<sup>th</sup> Annual General Meeting of the Company as per Regulation 44(3) of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 & amendments thereto**

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find details of the Voting Results of the 28th Annual General Meeting of the Company held on Thursday, July 23, 2020 at 05:00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) in compliance with the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting prior and during the AGM. The above are also being uploaded on the Company's website [www.niit-tech.com](http://www.niit-tech.com) and on the website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

S.No.	Particulars of Business	Nature of Business	Mode of voting
1.	To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors thereon;	Ordinary	Remote e-voting prior and during the AGM
2.	To confirm interim dividend aggregating to INR 31 per equity share of the face value of INR 10 each for the Financial Year ended March 31, 2020.	Ordinary	Remote e-voting prior and during the AGM
3.	To appoint a Director in place of Mr. Hari Gopalakrishnan (DIN: 03289463) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting prior and during the AGM

**NIIT Technologies Ltd.**

4.	To appoint a Director in place of Mr. Kirti Ram Hariharan (DIN: 01785506) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting prior and during the AGM
5.	To appoint Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company	Special	Remote e-voting prior and during the AGM
6.	To approve the profit related commission payable to Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board	Special	Remote e-voting prior and during the AGM

Please take note of the above and acknowledge the receipt.

Thanking you,

Yours truly,

For **NIIT Technologies Limited**



**Lalit Kumar Sharma**  
**Company Secretary & Legal Counsel**

**Encl: As Above**

**Report of Scrutinizer**

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020 and Circular No 20/2020 dated 05.05.2020 as issued by MCA

To,

The Chairman / Authorized Person  
**NIIT Technologies Limited**  
8, Balaji Estate, Third Floor,  
Guru Ravidas Marg, Kalkaji,  
New Delhi – 110 019

**Subject: Consolidated Report of Scrutinizer on voting through e-voting system and through remote e-voting**

Dear Sir,

The Board of Directors of NIIT Technologies Limited (the "Company") appointed Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Company Secretaries, having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029 as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 28th Annual General Meeting ("AGM") of NIIT Technologies Limited on Thursday, July 23, 2020 at 05:00P.M. through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated May 05, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed thee-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.



The voting period for remote e-voting commenced on Monday, July 20, 2020 (9:00 a.m. IST) and ended on Wednesday, July 22, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OA VM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, July 16, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.


I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Further, due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in accordance with the relaxation give vide above-referred Circulars the members have casted their votes electronically only.

After the Conclusion of the e-voting at the 28<sup>th</sup> AGM, the votes cast by the members present through VC/OAVM at the 28<sup>th</sup> AGM through e-voting system and through remote e-voting facility were downloaded on 23<sup>rd</sup> July, 2020 around 06:10 P.M in the presence of two witness Mr Gourav Batra R/o House no 219 Bahadurgarh-124507 and Ms Swati Surhatia R/o 91, Amberhai Extn-1, Sector-19, Dwarka, New Delhi-110075 Who are not in the employment of the Company They have signed below in confirmation of the votes being unlocked in their presence..





I now submit my consolidated Report as under on the result of the remote e-voting and e-voting in respect of the said resolutions.

**1) Ordinary Resolution**

**To receive consider and adopt**

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2020, including Balance Sheet as at March 31, 2020, the statement of profit and loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon; and**



- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, including Balance Sheet as at March 31, 2020, the statement of profit and loss for the year ended on that date together with Reports of the Auditors thereon.

Summary of votes cast through remote e-voting and e-voting in favour and against the ordinary 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	280	5,05,66,646	99.9999
2	Total number of votes cast against the Resolution	6	35	0.0001
	<b>Total</b>	<b>286</b>	<b>5,05,66,681</b>	<b>100</b>

2) **Ordinary Resolution**

To confirm interim dividend aggregating to INR 31 per equity share of the face value of INR 10 each for the financial year ended March 31, 2020

Summary of votes cast through remote e-voting and e-voting in favour and against the ordinary 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	283	5,05,93,117	99.9999
2	Total number of votes cast against the Resolution	5	34	0.0001
	<b>Total</b>	<b>288</b>	<b>5,05,93,151</b>	<b>100</b>

3) **Ordinary Resolution**

To appoint a Director in place of Mr. Hari Gopalkrishnan (DIN: 03289463) who retires by rotation and being eligible, offers himself for re-appointment.

Summary of votes cast through remote e-voting and e-voting in favour and against the ordinary 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	270	5,02,77,957	99.3770
2	Total number of votes cast against the Resolution	18	3,15,193	0.6230
<b>Total</b>		<b>288</b>	<b>5,05,93,150</b>	<b>100</b>

#### 4) Ordinary Resolution

To appoint a Director in place of Mr. Kirti Ram Hariharan (DIN: 01785506) who retires by rotation and being eligible, offers himself for re-appointment.

Summary of votes cast through remote e-voting and e-voting in favour and against the ordinary 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	273	5,02,85,382	99.3917
2	Total number of votes cast against the Resolution	15	3,07,768	0.6083
<b>Total</b>		<b>288</b>	<b>5,05,93,150</b>	<b>100</b>

### SPECIAL BUSINESS

#### 5) Special Resolution

To appoint Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company.

Summary of votes cast through remote e-voting and 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	269	5,05,31,701	99.8786
2	Total number of votes cast against the Resolution	18	61,439	0.1214
<b>Total</b>		<b>287</b>	<b>5,05,93,140</b>	<b>100</b>



6) **Special Resolution**

To approve the profit related commission payable to Mr Basab Pradhan (DIN: 00892181) as an independent Director of the Company and as Chairperson of the Board.

Summary of votes cast through remote e-voting and 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	191	4,80,07,937	94.8902
2	Total number of votes cast against the Resolution	97	25,85,213	5.1098
	<b>Total</b>	<b>288</b>	<b>5,05,93,150</b>	<b>100</b>

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**  
**UDIN: F002668B000496581**

Place: Greater Noida  
Date: 23-07-2020

Date of AGM	July 23, 2020
Total number of shareholders as on the Cut-Off date	40577
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	
Promoters and Promoter Group:	1
Public:	59

**Resolution 1: To receive consider and adopt**

a. the Audited Financial Statements of the Company for the financial year ended March 31, 2020, including Balance Sheet as at March 31, 2020, the statement of profit and loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, including Balance Sheet as at March 31, 2020, the statement of profit and loss for the year ended on that date together with Reports of the Auditors thereon.

**Resolution required : Ordinary Resolution**

**Whether Promoter/ Promoter Group interested in the agenda/ resolution:** 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
Promoter and Promoter Group	Remote e-voting	4,25,71,260	4,25,71,260	100.00	4,25,71,260	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>4,25,71,260</b>	<b>4,25,71,260</b>	<b>100.00</b>	<b>4,25,71,260</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	1,25,86,358	79,73,114	63.35	79,73,114	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1,25,86,358</b>	<b>79,73,114</b>	<b>63.35</b>	<b>79,73,114</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Others	Remote e-voting	53,80,651	22,307	0.41	22,272	35	99.8431	0.15690
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>53,80,651</b>	<b>22,307</b>	<b>0.41</b>	<b>22,272</b>	<b>35</b>	<b>99.84310</b>	<b>0.15690</b>
<b>Grand Total</b>		<b>6,05,38,269</b>	<b>5,05,66,681</b>	<b>83.53</b>	<b>5,05,66,646</b>	<b>35</b>	<b>99.9999</b>	<b>0.0001</b>



**Resolution 2: To confirm interim dividend aggregating to INR 31 per equity share of the face value of INR 10 each for the financial year ended March 31, 2020**

**Resolution required:** Ordinary Resolution

**Whether Promoter/ Promoter Group interested in the agenda/ resolution:** 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
Promoter and Promoter Group	Remote e-voting							
	Postal Ballot	4,25,71,260	4,25,71,260	100.00	4,25,71,260	-	100.0000	-
	<b>Total</b>	<b>4,25,71,260</b>	<b>4,25,71,260</b>	<b>100.00</b>	<b>4,25,71,260</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	1,25,86,358	79,99,586	63.56	79,99,586	-	100.0000	-
	Postal Ballot			-				
	<b>Total</b>	<b>1,25,86,358</b>	<b>79,99,586</b>	<b>63.56</b>	<b>79,99,586</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Others	Remote e-voting	53,80,651	22,305	0.41	22,271	34	99.8476	0.1524
	Postal Ballot			-				
	<b>Total</b>	<b>53,80,651</b>	<b>22,305</b>	<b>0.41</b>	<b>22,271</b>	<b>34</b>	<b>99.8476</b>	<b>0.1524</b>
<b>Grand Total</b>		<b>6,05,38,269</b>	<b>5,05,93,151</b>	<b>83.57</b>	<b>5,05,93,117</b>	<b>34</b>	<b>99.9999</b>	<b>0.0001</b>



**Resolution 3: To appoint a Director in place of Mr. Hari Gopalkrishnan (DIN: 03289463) who retires by rotation and being eligible, offers himself for re-appointment.**

**Resolution required :** Ordinary Resolution

**Whether Promoter/ Promoter Group interested in the agenda/ resolution:** 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
Promoter and Promoter Group	Remote e-voting							
	Postal Ballot	4,25,71,260	4,25,71,260	100.00	4,25,71,260	-	100.0000	-
	<b>Total</b>	<b>4,25,71,260</b>	<b>4,25,71,260</b>	<b>100.00</b>	<b>4,25,71,260</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	1,25,86,358	79,99,586	63.56	76,84,592	3,14,994	96.0624	3.9376
	Postal Ballot							
	<b>Total</b>	<b>1,25,86,358</b>	<b>79,99,586</b>	<b>63.56</b>	<b>76,84,592</b>	<b>3,14,994</b>	<b>96.0624</b>	<b>3.9376</b>
Public- Others	Remote e-voting	53,80,651	22,304	0.41	22,105	199	99.1078	0.8922
	Postal Ballot							
	<b>Total</b>	<b>53,80,651</b>	<b>22,304</b>	<b>0.41</b>	<b>22,105</b>	<b>199</b>	<b>99.1078</b>	<b>0.8922</b>
<b>Grand Total</b>		<b>6,05,38,269</b>	<b>5,05,93,150</b>	<b>83.57</b>	<b>5,02,77,957</b>	<b>3,15,193</b>	<b>99.3770</b>	<b>0.6230</b>



Resolution 4: To appoint a Director in place of Mr. Kirti Ram Hariharan (DIN: 01785506) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: 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
Promoter and Promoter Group	Remote e-voting	4,25,71,260	4,25,71,260	100.00	4,25,71,260	-	100.0000	-
	Postal Ballot		-		-	-	-	-
	<b>Total</b>	<b>4,25,71,260</b>	<b>4,25,71,260</b>	<b>100.00</b>	<b>4,25,71,260</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	1,25,86,358	79,99,586	63.56	76,92,017	3,07,569	96.1552	3.8448
	Postal Ballot				-	-	-	-
	<b>Total</b>	<b>1,25,86,358</b>	<b>79,99,586</b>	<b>63.56</b>	<b>76,92,017</b>	<b>3,07,569</b>	<b>96.1552</b>	<b>3.8448</b>
Public- Others	Remote e-voting	53,80,651	22,304	0.41	22,105	199	99.1078	0.8922
	Postal Ballot							
	<b>Total</b>	<b>53,80,651</b>	<b>22,304</b>	<b>0.41</b>	<b>22,105</b>	<b>199</b>	<b>99.1078</b>	<b>0.8922</b>
<b>Grand Total</b>		<b>6,05,38,269</b>	<b>5,05,93,150</b>	<b>83.57</b>	<b>5,02,85,382</b>	<b>3,07,768</b>	<b>99.3917</b>	<b>0.6083</b>



**Resolution 5: To appoint Mr. Sudhir Singh ( DIN: 07080613) as an Executive Director of the Company.**  
**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, 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
Promoter and Promoter Group	Remote e-voting		4,25,71,260	100.00	4,25,71,260	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>4,25,71,260</b>	<b>100.00</b>	<b>4,25,71,260</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	Remote e-voting		1,25,86,358	63.56	79,38,350	61,236	99.2345	0.7655
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,25,86,358</b>	<b>63.56</b>	<b>79,38,350</b>	<b>61,236</b>	<b>99.2345</b>	<b>0.7655</b>
Public- Others	Remote e-voting		53,80,651	0.41	22,091	203	99.0894	0.9106
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>53,80,651</b>	<b>0.41</b>	<b>22,091</b>	<b>203</b>	<b>99.0894</b>	<b>0.9106</b>
<b>Grand Total</b>		<b>6,05,38,269</b>	<b>5,05,93,140</b>	<b>83.57</b>	<b>5,05,31,701</b>	<b>61,439</b>	<b>99.8786</b>	<b>0.1214</b>



**Resolution 6: To approve the profit related commission payable to Mr. Basab Pradhan (DIN:00892181) as an independent Director of the Company and as Chairperson of the Board.**

**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, 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	4,25,71,260	4,25,71,260	100.00	4,25,71,260	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>4,25,71,260</b>	<b>4,25,71,260</b>	<b>100.00</b>	<b>4,25,71,260</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	1,25,86,358	79,99,586	63.56	54,14,599	25,84,987	67.6860	32.3140
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>1,25,86,358</b>	<b>79,99,586</b>	<b>63.56</b>	<b>54,14,599</b>	<b>25,84,987</b>	<b>67.6860</b>	<b>32.3140</b>
Public- Others	Remote e-voting	53,80,651	22,304	0.41	22,078	226	98.9867	1.0133
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>53,80,651</b>	<b>22,304</b>	<b>0.41</b>	<b>22,078</b>	<b>226</b>	<b>98.9867</b>	<b>1.0133</b>
<b>Grand Total</b>	<b>6,05,38,269</b>	<b>5,05,93,150</b>	<b>83.57</b>	<b>4,80,07,937</b>	<b>25,85,213</b>	<b>94.8902</b>	<b>5.1098</b>	

