



NIIT Limited

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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

March 25, 2016

1. 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
Fax: 022-26598237, 26598238

2. The Manager

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Fax: 022-22723121, 22722082

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,

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Members of the Company have approved the Special Resolution with requisite majority as set out in the Notice of the Postal Ballot dated February 10, 2016 regarding :

“To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan.”

Based on the report of the scrutinizer the result of the Postal Ballot has been announced today by the Chairman of the Company that the aforesaid resolution has been passed by the requisite majority through postal ballot process.

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 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


Authorised Signatory

Encl: a/a

NIIT Limited

Regd Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019

Summary of Voting Results of Postal Ballot Date of Declaration of Result - 25-03-2016

Date of AGM/EGM		Total number of shareholders as on Record Date i.e. February 5, 2016		No. of Shareholders Voted (including Remote e-voting)		Public (including others)		No. of Shareholders attended the meeting through Video Conferencing		Promoters and Promoter Group		Public (including others)		Agenda wise disclosure (to be disclosed separately for each agenda item)		Resolution No. 1	
Date of AGM/EGM		Total number of shareholders as on Record Date i.e. February 5, 2016		No. of Shareholders Voted (including Remote e-voting)		Public (including others)		No. of Shareholders attended the meeting through Video Conferencing		Promoters and Promoter Group		Public (including others)		Agenda wise disclosure (to be disclosed separately for each agenda item)		Resolution No. 1	
Not Applicable		75829		920		13		907		Not Applicable		Not Applicable		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution	
Total number of shareholders as on Record Date i.e. February 5, 2016		75829		920		13		907		Not Applicable		Not Applicable		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution	
No. of Shareholders Voted (including Remote e-voting)		920		920		13		907		Not Applicable		Not Applicable		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution	
Promoters and Promoter Group		920		920		13		907		Not Applicable		Not Applicable		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution	
Public (including others)		13		13		13		907		Not Applicable		Not Applicable		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution	
No. of Shareholders attended the meeting through Video Conferencing		907		907		907		907		Not Applicable		Not Applicable		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution	
Promoters and Promoter Group		907		907		907		907		Not Applicable		Not Applicable		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution	
Public (including others)		907		907		907		907		Not Applicable		Not Applicable		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution	
Agenda wise disclosure (to be disclosed separately for each agenda item)		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution		Special Resolution		Special Resolution		Special Resolution		Special Resolution		Special Resolution		Special Resolution	
Resolution No. 1		To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan		Special Resolution		Special Resolution		Special Resolution		Special Resolution		Special Resolution		Special Resolution		Special Resolution	
Whether promoter/promoter group are interested in the agenda/resolution?		No		No		No		No		No		No		No		No	
Category		Mode of Voting		No. of Shares held (1)		No. of votes polled (2)		% of votes polled on outstanding shares (3) = [(2)/(1)]*100		No. of votes in favour (4)		No. of Votes against (5)		% of votes in favour on votes polled (6) = [(4)/(2)]*100		% of votes against on votes polled (7) = [(5)/(2)]*100	
Promoter and Promoter Group		E-voting		56473335		55814093		98.83		55814093		0		100.00		0.00	
		Poll		0		0		0.00		0		0		0.00		0.00	
		Postal Ballot		56473335		659242		1.17		659242		0		100.00		0.00	
		Total		56473335		56473335		100.00		56473335		0		100.00		0.00	
Public Institutions		E-voting		37481399		28507557		76.06		28507557		0		100.00		0.00	
		Poll		0		0		0.00		0		0		0.00		0.00	
		Postal Ballot		0		0		0.00		0		0		0.00		0.00	
		Total		37481399		28507557		76.06		28507557		0		100.00		0.00	
Public Non Institutions		E-voting		71516899		161078		0.23		124125		36953		77.06		22.94	
		Poll		0		0		0.00		0		0		0.00		0.00	
		Postal Ballot		0		1828000		2.56		1810377		17623		99.04		0.96	
		Total		71516899		1989078		2.78		1934502		54576		97.26		2.74	
Total		165471633		86969970		52.56		86915394		54576		99.94		0.06			

Result : Resolution passed with requisite majority

For NIIT Limited



Authorized Signatory

Place : New Delhi

Date : 25 March 2016

Report of Scrutinizer(s)

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

To,
The Chairman
NIIT Limited
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi- 110019

Sub: Passing of Resolutions by Postal Ballot - Report of the Scrutinizer

Dear Sirs,

1. The Board of Directors of NIIT Limited had appointed me as Scrutinizer to conduct postal ballot process in a fair and transparent manner for seeking approval of shareholders for certain matters.
2. The Director of the Company 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 10th February, 2016 circulated to the shareholders the following Resolutions:-

Resolution No.	Type of Resolution	For
1.	Special Resolution	To authorize the Board of Directors to make investments or give loans /guarantees or provide securities in connection with a loan

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

- (i) The Company completed dispatch of said Postal Ballot Notice on 20th February, 2016 along with Postal Ballot Form and Postage pre-paid Business Reply Envelope to its members whose names appeared on the Register of members/list of



Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 5th February, 2016.

- (ii) The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('e-voting') facility, to cast their votes 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 e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iv) The e-voting period commenced on February 22, 2016 at 09:00 A.M. (IST) and completed on March 23, 2016 at 05:00 P.M (IST). The Physical Postal Ballot forms received till the close of working hours of March 23, 2016 were considered for this purpose.
- (v) Particulars of all the Postal Ballot forms received from the members have been entered in a Register separately maintained for the purpose. Similarly votes casted through e-voting have also been recorded in register maintained for the purpose.
- (vi) The Postal ballot forms were kept in my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- (vii) The Ballot Envelopes were opened on 23rd March, 2016 in my presence.
- (viii) The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of members of NIIT Limited /list of beneficiaries as on 5th February, 2016.
- (ix) All postal ballot forms received up to the close of working hours on 23rd March, 2016, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- (x) I did not find any defaced or mutilated ballot paper.
- (xi) No duplicate ballot form was issued by the Company.



(xii)The summary of the Postal Ballot Notices and forms sent via Registered Post and sent via e-mail are as under:-

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Postal Ballot Notices and Forms dispatched to the shareholders of the Company till 20 th February, 2016 by Registered Post.	30316	2,60,09,521
2	Postal Ballot Notices and Forms sent through Email by NSDL on 19 th February, 2016	45513	13,94,62,112
Total		75829	16,54,71,633

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

Resolution No. 1: To authorize the Board of Directors to make investments or give loans /guarantees or provide securities in connection with a loan.

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

S. No.	Particulars	No. Of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 23.03.2016 in respect of the above Resolution	725	25,25,426
	Less: Postal Ballot Forms found invalid	84	37,502
	Net valid Postal Ballot Forms (as per Register)	641	24,87,242*
2	Valid Votes cast by shareholders through e-voting till 23.03.2016 (as per data received from NSDL).	279	8,44,82,728
	Total valid votes casted through Postal Ballot and e-voting	920	8,69,69,970

*Some of the Shareholder casted their votes less than of their shareholding.



(B) Results of votes cast through Postal Ballot forms and 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	805	8,69,15,394	99.94
2	Total number of votes cast against the Resolution	115	54,576	0.06
Total		920	8,69,69,970	100


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 with requisite majority. You may accordingly declare the result of the voting by postal ballot/ E-voting.

The postal ballot forms and other related papers/Registers and records are also being handed over for safe custody to the Company.

Thanking you,

Yours truly

For Nityanand Singh & Co.
(Company Secretaries)


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



Place: New Delhi
Dated: 25th March, 2016