

NIIT

NIIT Limited

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Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

www.niit.com

April 20, 2016

To,

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

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

Sub: Minutes of Postal Ballot Proceedings

Dear Sir,

In compliance with the Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any please find enclosed herewith the minutes of proceedings relating to declaration of results of postal ballot on March 25, 2016.

This is for your kind information and records.

Kindly acknowledge the receipt.

Thanking you.

Yours truly,

For NIIT Limited


Rohit Gupta
Chief Financial Officer

MINUTE BOOK

MINUTES OF PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) OF NIIT LIMITED ON FRIDAY, MARCH 25, 2016 AT 6:00 P.M. AT REGISTERED OFFICE AT 8, BALAJI ESTATE, FIRST FLOOR, GURU RAVI DAS MARG, KALKAJI NEW DELHI -110019

PRESENT:

1. Mr. Rajendra S Pawar : Chairman
2. Mr. Nityanand Singh : Scrutinizer

Mr. Rajendra S Pawar, Chairman of the meeting informed that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules 2014, Postal Ballot notice dated February 10, 2016 (with Postal Ballot Form) was sent to the Shareholders of the Company for their assent or dissent on the following item:

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

The Board of Directors in their meeting held on January 20, 2016 had approved the said notice and appointed Mr. Nityanand Singh, Practicing Company Secretary as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Company, pursuant to the Companies (Management and Administration) Rules 2014, had provided e-voting facility to its members to exercise their votes electronically. The e-voting portal of NSDL for voting purpose was remained open from February 22, 2016 (9:00 A.M) to March 23, 2016 (6:00 P.M), thereafter the same was disabled.

The scrutinizer after carrying out the scrutiny of postal ballot received together with results of e-voting upto the 6:00 P.M. on March 23, 2016 submitted a consolidated Report on voting (Postal Ballot + E-voting) on March 25, 2016 as under:

CHAIRMAN'S INITIALS



MINUTE BOOK

Item No. 1

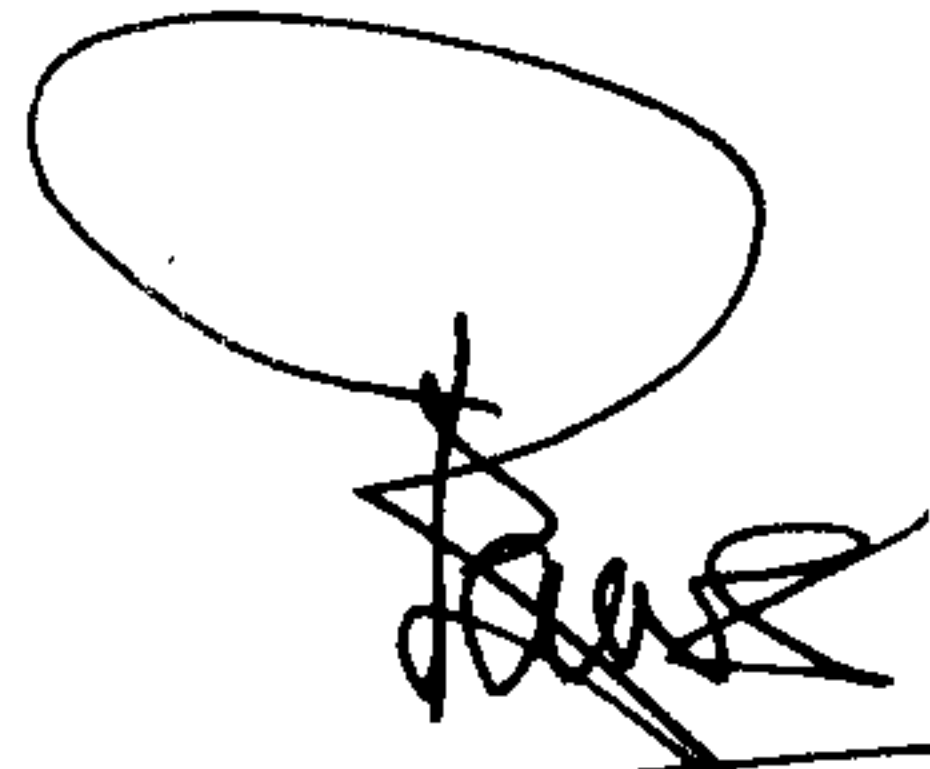
To authorize the Board of Directors to make investments or give loans / guarantees or provide securities in connection with a loan.

Particulars	No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms / E-votes (as per (c) below).
(a) Total postal ballot forms received / e-votes cast	1004	8,70,08,154	-
(b) Less: No. of invalid postal ballot forms / E-votes	84	37,502	-
(c) Net valid number of votes cast through postal ballot forms/ E-votes	920	8,69,69,970 *	-
(d) Total number of votes cast in favour of Special Resolution	805	8,69,15,394	99.94
(e) Total number of votes cast against the Special Resolution	115	54,576	0.06

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

Based on Scrutinizer's report, the Chairman announced the result of Postal Ballot and also announced that the Special Resolutions as set out in the Postal Ballot Notice dated February 10, 2016 have been duly passed by the Shareholders of the Company with requisite majority.

Date of entry in minutes book: 20.04.2016
 Date: 20.04.2016
 Place: New Delhi



CHAIRMAN

CHAIRMAN'S INITIALS