



## NIIT TECHNOLOGIES LIMITED

CIN: L65993DL1992PLC048753

Regd. Office: 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110 019

Email: investors@niit-tech.com; Website: www.niit-tech.com

Ph No.: 011-41675000, Fax No.: 011-41407120

### POSTAL BALLOT FORM

Sr. No.

Registered Folio No./DP ID No./

Client ID No.:

No. of share(s) held:

Name of the Public Shareholder :  
(in block letters)  
(including joint holders, if any)

Registered Address of the :  
Sole/First named Public Shareholder/  
Beneficial shareholder

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed by Public Shareholders through Postal Ballot for the business stated in the Postal Ballot Notice dated July 20, 2017 of the Company by conveying/sending my/our assent or dissent to the said Ordinary Resolution by placing tick (✓) mark at the appropriate box below.

Description of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution for approval of the Scheme of Amalgamation, in terms of Sections 230 to 232 of the Companies Act, 2013, read with other applicable provisions, if any, between PIPL Business Advisors and Investment Private Limited (“ <b>Amalgamating Company 1</b> ”) and GSPL Advisory Services and Investment Private Limited (“ <b>Amalgamating Company 2</b> ”) and NIIT Technologies Limited (“ <b>Company</b> ”/“ <b>Amalgamated Company</b> ”) and their respective Shareholders and Creditors.			

Date:

Place:

(Signature of Shareholder)

### **ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Notes:

- 1) If the voting rights are exercised electronically, there is no need to use this form. Please read the instructions carefully printed overleaf before exercising the vote and return this form to the scrutinizer by using the enclosed postage pre-paid self-addressed envelope.
- 2) In case of public shareholders opting for e-voting, please refer the instructions given in Postal Ballot Notice for process of e-voting.
- 3) Each equity share of the Company carries one vote.

Last Date for receipt of Postal Ballot Form by the Scrutinizer: September 15, 2017 upto 5:00 P.M

## INSTRUCTIONS

1. Pursuant to Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) issued by the Securities and Exchange Board of India, approval of the Public Shareholders through postal ballot and remote e-voting is sought in addition to the approval of the said Scheme by shareholders of the Company at the NCLT convened meeting to be held on Saturday, September 16, 2017 as per the directions of NCLT, Principal Bench at New Delhi.
2. A Public Shareholder desiring to exercise vote by postal ballot, may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if sent by courier or registered post at the expense of the Public Shareholder will also be accepted.
3. The Postal Ballot Form should be completed and signed by the Public Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Public Shareholder and in his/her absence, by the next named Public Shareholder. In case the Postal Ballot Form is sent separately by the first Public Shareholder and the joint Public holder(s), the vote of the first Public Shareholder would be valid.
4. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly/unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the scrutinizer not later than 5:00 P.M., Friday, September 15, 2017. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such Public Shareholder has not been received.
6. In case of shares held by Companies, Institutional Members (Foreign Portfolio Investors/Foreign Institutional Investors/Trust/Mutual Funds/Banks etc.), duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution/Other Authority Letter, together with the attested specimen signatures of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Public Shareholders on the cut-off date i.e. July 28, 2017
8. Public shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid Business Reply Envelope as any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be able to act on the same.
9. The Postal Ballot shall not be exercised by a Proxy.
10. There will be only one Postal Ballot form for every Folio/Client id.
11. Public shareholders have option to vote either through remote e-voting or through Postal Ballot Form. If a Public shareholder has opted for remote e-voting, then he/she should not vote by postal ballot also and vice-a-versa. However, in case Public Shareholders cast their vote both via postal ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
12. Scrutinizer's decision on the validity of the Postal Ballot shall be final.