

**Report of Scrutinizer(s)**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

**23<sup>rd</sup> Annual General Meeting** of the Equity shareholders

**Of NIIT Technologies Limited**

Held on **3<sup>rd</sup> Day of August, 2015** at 9:00 A.M. at **Mapple Exotica,**

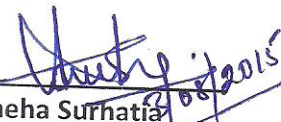
**Khasra No.123, Chhatarpur Mandir Road,**

**Satbari, New Delhi-110074**

Dear Sir,

I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of **NIIT Technologies Limited** for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the **23<sup>rd</sup> Annual General Meeting** of the members of **NIIT Technologies Limited**, held on **3<sup>rd</sup> Day of August, 2015** at 9:00 A.M. at **Mapple Exotica, Khasra No.123, Chhatarpur Mandir Road, Satbari, New Delhi-110074**. We submit our report as under:

1. The E-voting period remained open from Friday 31<sup>st</sup> July, 2015 (9.00 A.M.) to Sunday 2<sup>nd</sup> August, 2015(5:00 P.M.).
2. The Shareholders holding shares as on the "cut off" date i.e. 27<sup>th</sup> July, 2015 were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the Notice dated 5<sup>th</sup> May, 2015 of the 23<sup>rd</sup> Annual General Meeting of **NIIT Technologies Limited**.
3. The votes were unblocked on **3<sup>rd</sup> August, 2015** at around 09:55 A.M. in the presence of two witnesses, Ms. Sneha Surhatia R/o. Plot no.73, Sector-19, Dwarka, New Delhi-110075 and Mr. Devesh Arora R/o. B-223, West Patel Nagar, Delhi- 110008 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Sneha Surhatia

  
Devesh Arora



4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.cdsl.com/>) (Annexure-I).

5. The result of the E-voting is as under:

**a) Resolution 1-Adoption of accounts**

(i) Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 166  | 46641012   | 100                                   |

(ii) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 166  | 0   | 0                                     |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

**b) Resolution 2 – Declaration of Dividend on Equity shares**

(i) Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 173  | 47012429   | 100                                   |



(ii) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 173  | 0   | 0                                     |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

c) Resolution 3 – Re- Appointment of Mr.Rajendra S Pawar as Director

(i) Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 174  | 42080702   | 89.51                                 |

(ii) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 174  | 4932323                                     | 10.49                                 |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |



d) **Resolution 4– Appointment of Statutory Auditors**

(i) Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 167  | 46422165   | 99.53                                 |

(ii) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 167  | 218947                                      | 0.47                                  |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

e) **Resolution 5 – Appointment of Ms. Holly Jane Morris as a Director**

Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 173  | 47011167   | 99.99                                 |

(i) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 173  | 858   | 0.01                                  |



(ii) **Invalid votes :**

| <b>Total Number of Members whose votes were declared invalid</b> | <b>Total number of votes cast by them</b> |
|--|---|
| 0  | 0   |

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of NIIT Technologies Limited for safe keeping.

Thanking you,

Yours Sincerely,

**For Nityanand Singh & Co.  
(Company Secretaries)**



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

Place: New Delhi

Dated: 3<sup>rd</sup> August, 2015