

Report of Scrutinizer

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

To,

The Chairman / Authorized Person

NIIT Technologies Limited

8, Balaji Estate, Third Floor,
Guru Ravidas Marg, Kalkaji,
New Delhi – 110 019

Subject: Scrutinizer's Report on Postal Ballot Results (including remote e-voting) conducted as per the relevant provisions of the Companies Act, 2013

Dear Sir,

The Board of Directors of NIIT Technologies Limited (the "Company") appointed us, M/s. Nityanand Singh & Co., a Company Secretary Firm, having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029 as the Scrutinizer for the purpose of scrutinizing the Postal Ballot process (including remote e-voting) in a fair and transparent manner in respect of the Special Resolution, as set out in the Postal Ballot Notice dated February 21, 2020.

- (i) The Company Secretary had, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, vide Postal Ballot Notice dated February 21, 2020, circulated to the members the following Resolutions for their approval:

Type of Resolution	Resolution Description
Special Resolution	Special Resolution for approval of modification in NIIT Technologies Employee Stock Option Plan 2005

In the above matters, we hereby submit our Report as under:

- (i) The Company completed the dispatch (including electronic mode) of the aforesaid postal ballot notice along with required documents, through permitted mode, on February 26, 2020 to its Members, whose names appeared in the Register of Members of the Company or the list of beneficial owners, as received from the Registrar and Share Transfer Agent of the Company ('RTA') /National Securities Depository Limited



('NSDL')/Central Depository Services (India) Limited ('CDSL') as on February 21, 2020 ("Cut-off date").

The summary of dispatch of the Postal Ballot Notices along with required documents is as under:-

S. No.	Particulars	No. of members	Total No. of Shares held
1	Dispatch of Postal Ballot Notices along with required documents through Registered Post / Courier	8,453	27,63,174
2	Postal Ballot Notices and Postal Ballot Forms sent through E-mail by NSDL	27,899	5,97,31,385
	Total	36,352	6,24,94,559

- (ii) The members holding shares as on the Cut-off date i.e February 21, 2020 were entitled to vote on the resolutions stated in Notice of the Postal Ballot.
- (iii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iv) The remote e-voting period commenced on February 27, 2020 at 09:00 AM (IST) and completed on March 27, 2020 at 05:00 PM (IST). The Physical Postal Ballot forms received up to 05:00 PM of March 27, 2020 were considered for this purpose.
- (v) The members of the Company had an option to vote either through the physical Postal Ballot Form or through 'remote e-voting' facility provided on the designated website www.evoting.nsdl.com of NSDL.
- (vi) The voting period (including remote e-voting) commenced from 09:00 A.M. (IST) on Thursday, February 27, 2020 and ended at 05:00 P.M. (IST) on Friday, March 27, 2020.
- (vii) The Postal ballot forms along with other documents received from the members of the Company are kept in our safe custody.
- (viii) The Business Reply envelopes containing Postal Ballot Forms were duly opened in my presence. The remote e-voting system was unblock at 05:20 P.M. (IST) on March 27,



2020 (IST) in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure-I

- (ix) I did not find any defaced or mutilated ballot paper. No duplicate ballot form was received.
- (x) The particulars of all the Postal Ballot Forms received from the members and votes cast through remote e-voting have been entered in registers maintained separately for this purpose

The summary of the results of voting by Postal Ballot Forms and remote e-voting is as under:-

1) **Special Resolution for approval of modification in NIIT Technologies Employee Stock Option Plan 2005**

A. Summary of valid Postal Ballot Forms and remote e-voting received is as under:

S. No.	Particulars	No. of Postal Ballots/e-votes	Total No. of Shares
1	Total Postal Ballot Forms received from the members of the Company	76	7,341
	<u>Less:</u> Postal Ballot Forms found invalid	10	745
	Net valid Postal Ballot Forms	66	6,596
2	Valid votes cast by members through remote e-voting	245	5,38,05,902
	Total valid votes cast through Postal Ballot Forms and remote e-voting	311	5,38,12,498



B. Summary of valid votes cast through Postal Ballot Forms and remote 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	199	4,95,04,350	91.99
2	Total number of votes cast against the Resolution	112	43,08,148	8.01
	Total	311	5,38,12,498	100

I have, on the reckoning of voting rights of the shareholders on the basis of paid up value of the shares registered in their names, found that the above Special Resolution has been duly passed with requisite majority. You may accordingly declare the results of voting by postal ballot including remote e-voting.

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

Place: New Delhi

Date: 27 March, 2020

UDIN: F002668A000627017

Annexure-I

1. The e-votes cast through remote e-voting on resolution stated in the notice for postal ballot of **NIIT Technologies Limited (CIN: L65993DL1992PLC048753)** which ended on 27th March, 2020 at 5:20 PM were unblocked in our presence.
2. We are not in the employment of the Company.

Witness:

1. Signature 

Name: Sneha Surhatia

Address: Plot No.73, Amberhai Extension-1, Dwarka ,Sector-19, New Delhi-110075

2. Signature 

Name: Kunal Surhatia

Address: Plot No.73, Amberhai Extension-1, Dwarka ,Sector-19, New Delhi-110075

New Delhi

Date: 27/03/2020



Annexure-II
NIIT Technologies Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of declaration of the results of Postal Ballot	March 27, 2020
Total number of shareholders as on the Cut-Off date	36,352
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable

Resolution: Special Resolution for approval of modification in NIIT Technologies Employee Stock Option Plan 2005

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	4,38,07,297	4,38,07,297	100.00	4,38,07,297	-	100.00	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	4,38,07,297	4,38,07,297	100.00	4,38,07,297	-	100.00	-
Public- Institutional holders	Remote e-voting	1,31,84,207	99,85,425	75.74	56,83,534	43,01,891	56.92	43.08
	Postal Ballot	-	-	-	-	-	-	-
	Total	1,31,84,207	99,85,425	75.74	56,83,534	43,01,891	56.92	43.08
Public- Others	Remote e-voting	55,03,055	13,180	0.24	7,905	5,275	59.98	40.02
	Postal Ballot	-	6,596	0.12	5,614	982	85.11	14.89
	Total	55,03,055	19,776	0.36	13,519	6,257	68.36	31.64
Grand Total		6,24,94,559	5,38,12,498	86.11	4,95,04,350	43,08,148	91.99	8.01

**10 postal Ballot forms w.r.t an aggregate of 745 shares were found invalid

