

October 28, 2017

The Manager
National Stock Exchange of India
Ltd.

Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
BandraKurla Complex
Bandra (E), Mumbai - 400 051

The Manager
BSE Limited

Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Sub: Details of Voting Results of the National Company Law Tribunal ("NCLT")
Convened Meeting of the Equity Shareholders of the Company as per
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015 ("SEBI Regulations")

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the Voting Results of NCLT convened Meeting of Equity Shareholders of the Company held on October 28, 2017 at 10:00 A.M. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi - 110074 to approve the Scheme of Amalgamation between PIPL Business Advisors and Investment Private Limited ("**Amalgamating Company 1**") and GSPL Advisory Services and Investment Private Limited ("**Amalgamating Company 2**") and NIIT Technologies Limited ("**Amalgamated Company**" / "**Company**") and their respective Shareholders and Creditors ("**Scheme**"), are enclosed in the prescribed format under Regulation 44 of SEBI Regulations.

Based on the report of the scrutinizer the result of the Postal Ballot, e-voting and voting through process has been announced today by the Chairperson appointed by NCLT that the aforesaid resolution has been passed by the requisite majority.

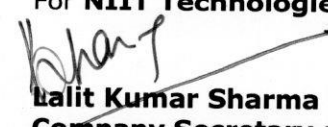
Please note that the aforesaid results and Scrutinizer's Report are available on the website of the Company www.niit-tech.com and National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records.

Thanking you,

Yours truly,

For **NIIT Technologies Limited**


Lalit Kumar Sharma
Company Secretary and Legal Counsel

Encl: a/a



NIIT Technologies Limited

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

Summary of Voting Results to approve the Scheme of Amalgamation between PIPL Business Advisors and Investment Private Limited (Amalgamating Company 1) and GSPL Advisory Services and Investment Private Limited (Amalgamating Company 2) and NIIT Technologies Limited (Amalgamated Company) and their Respective shareholders and Creditors through E-Voting and Postal Ballot

Date of Declaration of Result - October 28, 2017

Date of NCLT Convened Meeting		28-Oct-17						
Total number of shareholders as on Record Date/cut-off date (i.e. June 16, 2017, the date of determining the voting rights of shareholders)		38172						
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group		194						
Public (including others)		1						
No. of Shareholders attended the meeting through Video Conferencing		193						
Promoters and Promoter Group		0						
Public (including others)		0						
Agenda wise disclosure (to be disclosed separately for each agenda item)		0						
Resolution		Resolution pursuant to provisions of Section 230-232 of the Companies Act, 2013, read with relevant Rules and SEBI Circulars and under the relevant provisions of applicable laws for approval of the Scheme of Amalgamation of PIPL Business Advisors and Investment Private Limited (Amalgamating Company 1) and GSPL Advisory Services and Investment Private Limited (Amalgamating Company 2) and NIIT Technologies Limited (Amalgamated Company) and their respective shareholders and Creditors						
Whether promoter/promoter group are interested in the		Yes						
Promoter/Public	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
		(1)	(2)	(3)=[(2)/(1)]*100			(6)=	(7)=
					(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100
1. Approval of the Scheme of Amalgamation between PIPL Business Advisors and Investment Private Limited (Amalgamating Company 1) and GSPL Advisory Services and Investment Private Limited (Amalgamating Company 2) and NIIT Technologies Limited (Company/Amalgamated Company) and their respective Shareholders and Creditors.								
Promoter and Prom	E-Voting	18848118	18848118	100	18848118	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total (A)		18848118	18848118	100	18848118	0	100
Public – Institution	E-Voting	33814679	27652008	81.78	27652008	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total (B)		33814679	27652008	81.78	27652008	0	100
Public-Others	E-Voting	8699377	1732533	19.92	1731696	837	99.95	0.05
	Poll		716	0.01	716	0	100	0
	Postal Ballot (if applicable)		7143	0.08	7138	5	99.93	0.07
	Total (C)		8699377	1740392	20.01	1739550	842	99.95
Total (A+B+C)		61362174	48240518	78.62	48239676	842	100.00	0.05
Result : Resolution passed with requisite majority								

For NIIT Technologies Limited

Lalit Kumar Sharma

Company Secretary & Legal Counsel

Place: New Delhi

Date: October 28, 2017



Punkaj Oswal & Co.

Chartered Accountant

REPORT OF SCRUTINIZER(S)

To
Mr. Krishnendu Datta, Advocate
Chairman appointed by National Company Law Tribunal,
Principal Bench at New Delhi

Meeting of the Equity Shareholders of NIIT Technologies Limited held on Saturday, the 28th day of October, 2017 at 10:00 a.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110074 pursuant to the order dated 22 September 2017 of the National Company Law Tribunal, Principal Bench at New Delhi

Dear Sir,

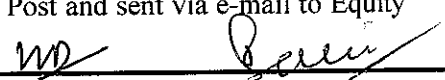
I, Punkaj Jain, Chartered Accountant in whole time practice, have been appointed by the National Company Law Tribunal, Principal Bench at New Delhi as the Scrutinizer for the purpose of the Voting of the Equity Shareholders (through Postal Ballot, E-voting and voting through Poll process at the meeting) on the below mentioned resolution :

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013, other applicable enactments, rules, regulations and guidelines, Memorandum and Articles of Association of the Company and subject to the sanction by the National Company Law Tribunal, Principal Bench at New Delhi (“NCLT”/“Tribunal”) and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, the approval of the Equity Shareholders of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between PIPL Business Advisors and Investment Private Limited (Amalgamating Company 1) and GSPL Advisory Services and Investment Private Limited (Amalgamating Company 2) and NIIT Technologies Limited (Amalgamated Company) and their respective Shareholders and Creditors (the “Scheme”).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modification, amendment, limitations and conditions, if any which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme or by any authority under the law, or as may be required for the purpose of resolving any doubt or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

I submit my Report as under:

- (i) The Company completed dispatch of aforesaid Notice to Equity Shareholders on 26th September 2017 along with the Postal Ballot Form and Postage pre-paid Business Reply Envelope to its Equity Shareholders 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 16th June 2017 (‘Cut-off date’).
- (ii) The summary of the Notices and forms sent via Registered Post and sent via e-mail to Equity Shareholders as on the cut-off date, are as under: -



S. No.	Particulars	No. of Shareholders	Total No. of Shares
1.	Notices and Forms dispatched to the Equity shareholders of the Company till Sunday, 26 th September, 2017 by Registered Post/ Courier.	14232	26931432
2.	Notices and Forms sent to Equity Shareholders through Email by NSDL on Saturday, 26 th September, 2017	23940	34430742
Total		38172	61362174

- (iii) The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('remote 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").
- (iv) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (v) The remote e-voting period commenced on Thursday, 28th September, 2017 at 10:00 A.M. (IST) and ended on Friday, 27th October, 2017 at 05:00 P.M (IST).
- (vi) All Postal Ballot forms received up to the Friday, 27th October 2017 at 5:00 P.M. (IST) the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- (vii) Particulars of all the Postal Ballot forms received from the Equity Shareholders have been entered in a Register separately maintained for the purpose. Similarly votes cast through remote e-voting have also been recorded in the register maintained for this purpose.
- (viii) The Postal Ballot forms were kept in my safe custody before commencing the scrutiny of such Postal Ballot forms.
- The Postal Ballot forms were duly opened in my presence and the ballot papers were diligently scrutinized and the Ballot forms were reconciled with the records maintained by the Company/ Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company by the Equity shareholders as on cut-off date 16th June' 2017.
- (ix) There were 4 (Four) Ballot forms which were incomplete or defective or defaced or invalid.
- (x) Tribunal convened meeting of the Equity Shareholders of NIIT Technologies Limited was held on Saturday, 28th October 2017 at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi-110074 at 10:00 am. Since the quorum as directed by the Hon'ble Tribunal was present, the meeting of the Equity Shareholders was accordingly called to order.
- (xi) At the time fixed for the poll by the Chairman, 01 (One) ballot boxes kept for polling was locked in my presence.
- (xii) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- (xiii.) 9 (Nine) numbers Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.




I submit the result as under:-

i. Voted in favour of the resolution:

Mode of Voting	Number of Equity Shareholders voted	No. of votes cast by them	% of total number of Equity Shareholders voted	% of total number of valid votes cast
E-voting	319	48231822	96.96	99.99
Poll	119	716	100	100
Postal Ballot	80	7138	98.76	99.93
Total	518	48239676	97.92	99.99

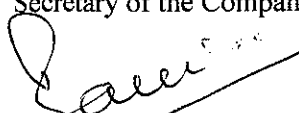
ii. Voted against the resolution:

Mode of Voting	Number of Equity Shareholders voted	No. of votes cast by them	% of total number of Equity Shareholders voted	% of total number of valid votes cast
E-voting	10	837	3.04	0.01
Poll	NIL	NIL	-	-
Postal Ballot	1	5	1.24	0.07
Total	11	842	2.08	0.01

iii. Invalid votes:

Mode of Voting	Total number of Equity Shareholders whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NIL
Poll	9	67
Postal Ballot	4	632
Total	13	699

The Poll/ Ballot papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorized by the Board for safe keeping.


Punkaj Jain
Scrutinizer appointed for
The Tribunal convened meeting
Place: New Delhi
Dated: 28 October 2017


28/10/17
(KRISHNENDU DATTA)
CHAIRMAN