**NIIT Limited**
Registered Office:
Plot No 85, Sector 32,
Institutional Area,
Gurugram 122 001,
(Haryana) India
Tel:+91 (124) 4293000
Fax:+91 (124) 4293333
Email: info@niit.com

CIN: L74899HR1981PLC107123

www.niit.com

August 4, 2023

**The Manager**
**National Stock Exchange of India Limited**
Listing Department
Exchange Plaza
5th Floor, Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400051

**The Manager**
**BSE Limited**
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001

**Subject: Intimation of the Outcome of the Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir,

This is in continuation to our letter dated May 24, 2023, regarding change in the Board of Directors inter alia including the appointment of Mr. Rajendra Singh Pawar (DIN: 00042516) as Executive Director and Chairman of the Company and Mr. Srikanth Velamakanni (DIN: 01722758) as an Additional Director (Non-executive & Independent) of the Company with effect from May 24, 2023, subject to shareholders' approval ("Appointments"). Further we had informed on July 3, 2023 ("Intimation") that Company has dispatched the postal ballot notice via email in accordance with the MCA circulars and applicable laws as defined in the said intimation, for seeking approval of the shareholders on the said Appointments.

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Shareholders of the Company have passed the Special Resolutions regarding the said Appointments by the requisite majority on August 2, 2023, through e-voting only, as set out in the Notice of the Postal Ballot dated May 24, 2023.

The results of the e-voting have been announced today by the authorised representative of the Company based on the report of the scrutinizer. Accordingly, we are enclosing herewith the e-voting results in the prescribed format under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I** along with Scrutinizers Report.

Further please note that aforesaid Postal Ballot result and Scrutinizer's Report are available on the website of the Company www.niit.com and National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,
For **NIIT Limited**

NIIT Limited Gurugram

**Arpita Bisaria Malhotra**
**Company Secretary &**
**Compliance Officer**

Encl: a/a

**Report of Scrutinizer**

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

To,
The Chairman
**NIIT Limited**
Plot No. 85, Sector 32,
Institutional Area,
Gurugram – 122001,
Haryana

**Subject: Scrutinizer's Report on Postal Ballot held through remote e-voting in respect of passing of resolutions as set out in the postal ballot notice dated May 24, 2023**

Dear Sir,

1. I, Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretaries, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, have been appointed as the Scrutinizer by the Board of Directors of the NIIT Limited ("the Company"), to conduct postal ballot process through remote e-voting in a fair and transparent manner for seeking approval of shareholders for the resolutions mentioned in notice dated May 24, 2023 issued through electronic mode under section 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rule 2014, as amended from time to time and in compliance with the MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable circulars.

2. The Company Secretary has in pursuance to provisions of Section 110 of the Companies Act, 2013 read with Rule 22(9) of the Companies (Management and Administration) Rules, 2014 vide Notice dated May 24, 2023 circulated to the shareholders the following Resolution:-

| Resolution No. | Type of Resolution | For |
|---|---|---|
| 1. | Special Resolution | To appoint Mr. Rajendra Singh Pawar as Executive Director and Chairman of the |

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| | | |
|---|---|---|
| | | Company |
| 2. | Special Resolution | To appoint Mr. Srikanth Velamakanni as an Independent Director of the Company |

In the above matter, I submit my Report as under:

(i) The Postal Ballot Notice was sent only through electronic mode to all those Members whose names appear in the Register of Members and who have registered their email addresses with Depository Participant or the Company as on cut-off date i.e. June 28, 2023 in compliance with the MCA Circulars.

The Shareholders of the Company had cast their vote through electronic voting ('remote e-voting') facility. The Company had engaged the services of National Securities Depository Limited (hereinafter referred to as the "NSDL") for remote e-voting.

(ii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.

(iii) My responsibility as a Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report for the votes cast "in favour" or "against" the Special Resolutions stated in Postal Ballot Notice dated May 24, 2023 based on the reports generated from the e-voting system provided by NSDL.

(iv) The remote e-voting period commenced on July 04, 2023 at 09:00 A.M. (IST) and completed on August 02, 2023 at 05:00 P.M. (IST).

(v) Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.

(vi) Particulars of all remote e-voting received from the members have been entered in the register maintained for that purpose.

(vii) The Company had also published an advertisement in the newspaper on July 04, 2023 in Financial Express (English) and Jansatta (Hindi) for dispatch of postal ballot notice to shareholders.

(viii) The remote e-voting system was unblocked at 05.09 P.M. (IST) on August 02, 2023 in the presence of two witnesses namely Ms. Kirti Tanwer, R/o D-52, Dilip Vihar, Chander Vihar, New Delhi -110041 and Ms. Kanika Sharma, R/o RZH 180 Street No. 6, Raj Nagar II, Palam Colony, New Delhi-110077, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Kirti

---

(Kirti Tanwer)

Kanika

---

(Kanika Sharma)

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(ix) All votes cast through remote e-voting facility starting from July 04, 2023 at 09:00 A.M. (IST) and upto August 02, 2023 at 05:00 P.M. (IST) were considered for my scrutiny.

(x) The summary of Postal Ballot Notices sent via e-mail is as under:

| S. No. | Particulars | No. of Shareholders | Total No. of Shares |
|---|---|---|---|
| 1 | Physical copy of Postal Ballot Notices dispatched to the shareholders of the Company | NA | NA |
| 2 | Postal Ballot Notices sent through Email by NSDL on July 03, 2023 | 96,854 | 131,717,115 |
| | **Total** | **96,854** | **131,717,115** |

Based on the scrutiny the summary of the results of remote e-voting is as under:-

**1) Special Resolution for appointment of Mr. Rajendra Singh Pawar as Executive Director and Chairman of the Company.**

| S. No. | Particulars | No. of shareholders who cast valid votes | Number of valid votes cast | % of total valid votes cast |
|---|---|---|---|---|
| 1 | Voted in favour of the Resolution | 852 | 8,96,96,647 | 97.2872 |
| 2 | Voted against the Resolution | 60 | 25,01,096 | 2.7128 |
| | **Total** | **912** | **9,21,97,743** | **100** |

- Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

**2) Special Resolution for appointment of Mr. Srikanth Velamakanni as an Independent Director of the Company**

| S. No. | Particulars | No. of shareholders who cast valid votes | Number of valid votes cast | % of total valid votes cast |
|---|---|---|---|---|
| 1 | Voted in favour of the Resolution | 862 | 9,20,18,474 | 99.8076 |
| 2 | Voted against the | 42 | 1,77,389 | 0.1924 |

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| | | | | |
|---|---|---|---|---|
| | Resolution | | | |
| **Total** | | **904** | **9,21,95,863** | **100** |

- Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

3. I have, on the reckoning of voting rights of the shareholders on the basis of the paid up value of the shares registered in their names found that the above Resolutions have been duly passed as **Special Resolutions** with requisite majority. You may accordingly declare the result of the remote e-voting.

4. The voting result as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed **at Annexure A.**

Thanking you,

Yours truly

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

NITYANAND SINGH & CO. * NEW DELHI * COMPANY SECRETARIES *

**Nityanand Singh (Prop.)**
**C.P. No.: 2388**
**Membership No.: 2668**
**UDIN: F002668E000739778**

**Place** : New Delhi
**Date** : 04.08.2023

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**Annexure-A**

**NIIT 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** | 04.08.2023 |
| **Total number of shareholders as on the Cut-Off date** | 105447 |
| **No. of shareholders present in the meeting either in person or through proxy:**<br>Promoters and Promoter Group:<br>Public: | NA |
| **No. of shareholders present in the meeting through Video Conferencing:**<br>Promoters and Promoter Group:<br>Public: | NA |

**Resolution** : Appointment of Mr. Rajendra Singh Pawar as Executive Director and Chairman of the Company.
**Resolution required** : Special Resolution
**Whether Promoter/ Promoter Group interested in the agenda/ resolution**: Yes

| 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 |
|---|---|---|---|---|---|---|---|---|
| | | 1 | 2 | 3=(2/1)*100 | 4 | 5 | 6=(4/2)*100 | 7=(5/2)*100 |
| Promoter and Promoter Group | Remote e-voting | 4,68,93,777 | 4,68,70,074 | 99.9495 | 4,68,70,074 | - | 100.0000 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | **4,68,93,777** | **4,68,70,074** | **99.9495** | **4,68,70,074** | - | **100.0000** | - |
| Public- Institutional holders | Remote e-voting | 4,50,30,971 | 3,19,49,283 | 70.9496 | 2,94,52,088 | 24,97,195 | 92.1839 | 7.8161 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | **4,50,30,971** | **3,19,49,283** | **70.9496** | **2,94,52,088** | **24,97,195** | **92.1839** | **7.8161** |
| Public- Others | Remote e-voting | 4,26,89,612 | 1,33,78,386 | 31.3387 | 1,33,74,485 | 3,901 | 99.9708 | 0.0292 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | **4,26,89,612** | **1,33,78,386** | **31.3387** | **1,33,74,485** | **3,901** | **99.9708** | **0.0292** |
| **Grand Total** | | **13,46,14,360** | **9,21,97,743** | **68.4903** | **8,96,96,647** | **25,01,096** | **97.2872** | **2.7128** |

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NITYANAND SINGH & CO. NEW DELHI COMPANY SECRETARIES

**Resolution** : Appointment of Mr. Srikanth Velamakanni as an Independent Director of the Company .
**Resolution required** : Special Resolution
**Whether Promoter/ Promoter Group interested in the agenda/ resolution**: No

| 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 |
|---|---|---|---|---|---|---|---|---|
| | | 1 | 2 | 3=(2/1)*100 | 4 | 5 | 6=(4/2)*100 | 7=(5/2)*100 |
| Promoter and Promoter Group | Remote e-voting | 4,68,93,777 | 4,68,70,074 | 99.9495 | 4,68,70,074 | - | 100.0000 | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | **4,68,93,777** | **4,68,70,074** | **99.9495** | **4,68,70,074** | - | **100.0000** | - |
| Public- Institutional holders | Remote e-voting | 4,50,30,971 | 3,19,49,283 | 70.9496 | 3,17,75,829 | 1,73,454 | 99.4571 | 0.5429 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | **4,50,30,971** | **3,19,49,283** | **70.9496** | **3,17,75,829** | **1,73,454** | **99.4571** | **0.5429** |
| Public- Others | Remote e-voting | 4,26,89,612 | 1,33,76,506 | 31.3343 | 1,33,72,571 | 3,935 | 99.9706 | 0.0294 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | **4,26,89,612** | **1,33,76,506** | **31.3343** | **1,33,72,571** | **3,935** | **99.9706** | **0.0294** |
| **Grand Total** | | **13,46,14,360** | **9,21,95,863** | **68.4889** | **9,20,18,474** | **1,77,389** | **99.8076** | **0.1924** |