NIIT Limited
85, Sector 32 Institutional
Gurgaon 122 001, India
Tel: +91 (124) 4293000
Fax: + 91 (124) 4293333
Email: info@niit.com

Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

www.niit.com

January 31, 2015

To,

1. The Manager
National Stock Exchange of India Ltd
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Fax: 022-26598237, 26598238

2. The Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Fax: 022-22723121, 22722082

Sub: Intimation of Postal Ballot Result under clause 35A of the Listing Agreement

Dear Sir,

In compliance with Clause 35A of the Listing Agreement and in reference to the Postal Ballot Notice dated December 15, 2014 issued pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for seeking approval of the Shareholders, by way of postal ballot process (including e-voting) for Special Resolutions as mentioned in the said Notice, please find enclosed the documents as under:

a) Result of the Postal Ballot (Annexure -1)

b) Details of voting result, pursuant to clause 35 A (Annexure -2)

c) Report of the Scrutinizer (Annexure -3)

This is for your kind information and records.

Kindly acknowledge the receipt.

Thanking you.

Yours truly,
For NIIT Limited

RKArora.

Rajesh Arora
Company Secretary

Encl: a/a

NIIT

NIIT Limited
85, Sector 32 Institutional
Gurgaon 122 001, India
Tel: +91 (124) 4293000
Fax: + 91 (124) 4293333
Email: info@niit.com

Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

www.niit.com

Annexure - 1

RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot (including e-voting) on the following resolutions under Section 180 (1) (a), (c) and Section 186 and all other applicable provisions of the Companies Act, 2013:

Resolution No.1: To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 Crores, which may exceed the aggregate of paid up share capital and free reserves of the Company.

Particulars		No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a)	Total postal ballot forms received / E-votes cast	1158	79420485	-
(b)	Less: No. of invalid postal ballot forms / E-votes	82	2828886	-
(c)	Net valid number of votes cast through postal ballot forms/ E-votes	1076	76591599	-
(d)	Total number of votes cast in favour of Special Resolution	989	79637805	99.88%
(e)	Total number of votes cast against the Special Resolution	87	89605	0.12%

The Resolution has been approved by the shareholders with the requisite majority.

NIIT

Resolution No. 2: To authorize the Board of Directors of the Company to secure the borrowings.

Particulars		No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a)	Total postal ballot forms received / E-votes cast	1159	82244555	-
(b)	Less: No. of invalid postal ballot forms / E-votes	102	2836838	-
(c)	Net valid number of votes cast through postal ballot forms/ E-votes	1057	79407717	-
(d)	Total number of votes cast in favour of Special Resolution	974	79	99.89%
(e)	Total number of votes cast against the Special Resolution	113	88102	0.11%

The Resolution has been approved by the shareholders with the requisite majority.

Resolution No. 3: To authorize the Board of Directors to make investments or give loans / guarantees or provide securities in connection with a loan.

Particulars		No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a)	Total postal ballot forms received / E-votes cast	1160	81524495	-
(b)	Less: No. of invalid postal ballot forms / E-votes	102	2837238	-
(c)	Net valid number of votes cast through postal ballot forms/ E-votes	1058	78687257	-
(d)	Total number of votes cast in favour of Special Resolution	960	72831460	92.56%
(e)	Total number of votes cast against the Special Resolution	98	5855797	7.44%

NIIT

The Resolution has been approved by the shareholders with the requisite majority.

RAJENDRA S PAWAR
Chairman

Date : January 31, 2015
Place : New Delhi

Annexure - 2

NIIT LIMITED
Regd. Office: 8, Balaji Estate, First Floor, Guru Ravi Das Marg,
Kalkaji, New Delhi – 110 019
CIN: L74899DL1981PLC015865
Ph No.: 011-41675000, Fax No.: 011-41407120
Website: www.niit.com ; Email: investors@niit.com

Result of Postal Ballot pursuant to clause 35A of Listing Agreement

Date of AGM / EGM	**Postal Ballot result declared on January 31, 2015**
Total number of shareholders on record date	**76,006**
No. of shareholders present in the meeting either in person or through proxy	**N.A.**
No. of Shareholders attend the meeting through video conferencing	**N.A**
Details of Agenda	
Resolution required	**Special Resolutions**
Mode of voting	**Postal Ballot including E- Voting**

NIIT LIMITED

Details of Postal Ballot (Including E- Voting)

Resolution 1	**To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 Crores, which may exceed the aggregate of paid up share capital and free reserves of the Company**						
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	5,64,73,335	5,64,73,335	100%	5,64,73,335	0	100%	0
Public – Institutional holders	3,82,27,454	2,25,06,342	58.87%	2,25,06,342	0	100%	0
Public-Others	7,04,69,808	7,47,733	1.06%	6,58,128	89,605	88.01%	11.99%
Total	16,51,70,597	7,97,27,410	48.27%	7,96,37,805	89,605	99.88%	0.12%

Resolution 2	**To authorize the Board of Directors of the Company to secure the borrowings**						
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	5,64,73,335	5,64,73,335	100%	5,64,73,335	0	100%	0
Public – Institutional holders	3,82,27,454	2,21,94,311	100%	2,21,94,311	0	100%	0
Public-Others	7,04,69,808	7,40,071	1.05%	6,51,969	88,102	88.10%	11.90%
Total	16,51,70,597	7,94,07,717	48.08%	7,93,19,615	88,102	99.89%	0.11%

Resolution No. 3	**To authorize the Board of Directors to make investments or give loans / guarantees or provide securities in connection with a loan**						
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5,64,73,335	5,64,73,335	100%	5,64,73,335	0	100%	0
Public – Institutional holders	3,82,27,454	2,14,70,746	56.16%	1,57,02,786	57,67,960	73.14%	26.86%
Public-Others	7,04,69,808	7,43,176	1.05%	6,55,339	87,837	88.18%	11.82%
Total	16,51,70,597	7,86,87,257	47.64%	7,28,31,460	58,55,797	92.56%	7.44%

For NIIT Limited

Rajesh Arora
Company Secretary

NITYANAND SINGH & CO.
COMPANY SECRETARIES

Report of Scrutinizer(s)

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

To,
The Chairman
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji, New Delhi – 110019

Sub : Passing of Resolutions by Postal Ballot - Report of the Scrutinizer

Dear Sir,

1. The Board of Directors of NIIT Limited had appointed me as Scrutinizer to conduct postal ballot process in a fair and transparent manner for seeking approval of shareholders for the items as mentioned in the notice of Postal Ballot dated December 15, 2014.

2. The Company Secretary had in pursuance to provisions of Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 vide Notice dated 15th December, 2014 circulated to the shareholders the Resolutions as detailed below to be passed by way of postal ballot (including e-voting):

Resolution No.	Type of Resolution	Purpose of resolution
1.	Special Resolution	To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 crores which may exceed the aggregate of paid up share capital and free reserves of the company
2.	Special Resolution	To authorize the Board of Directors of the Company to secure the borrowings
3.	Special Resolution	To authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan

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

(i) The Company had completed the dispatch of the Postal Ballot Notice along-with form to all the members on December 29, 2014 through registered post and e-mail to all the shareholders whose e-mail ids are registered with depository participants.

NITYANAND SINGH & CO. NEW DELHI COMPANY SECRETARIES

(ii) The Company published an advertisement regarding completion of dispatch of Postal Ballot Notice in The Financial Express (English) and Jansatta (Hindi) on December 30, 2014

(iii) The Shareholders of the Company had option to vote either through the Postal Ballot forms or through e-voting facility.They have casted their votes on the designated website **'www.evoting.nsdl.com'** via National Securities Depository Limited (hereinafter referred to as the " NSDL").

(iv) I have monitored the process of electronic voting through scrutinizer's secured link provided by NSDL on the designated website.

(v) The e-voting period commenced on 30th December 2014 at 09:00 A.M. (IST) and completed on 28th January, 2015 at 06:00 P.M (IST), thereafter the voting was disabled.

(vi) Particulars of all the Postal Ballot forms received from the members have been entered in a Register separately maintained for this purpose. Similarly votes casted through e-voting have also been recorded in register maintained for the purpose.

(vii) The Postal ballot forms were kept in my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

(viii) The Ballot Envelopes were opened on 28th January, 2014 in my presence.

(ix) The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of members of NIIT Limited /list of beneficiaries as on 19 December, 2014.

(x) All postal ballot forms received up to the close of working hours on 28th January, 2014, at 6:00 P.M. the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

(xi) Envelopes containing postal ballot forms returned undelivered aggregate to 2352 and the same were duly entered in register maintained for the purpose. These envelopes were not opened and have been kept separately.

(xii) I did not find any defaced or mutilated ballot paper.

(xiii) 6 duplicate ballot forms were issued by the Company, to the shareholders who did not receive the postal ballot notice and had requested for duplicate postal ballot forms.

NITYANAND SINGH & CO. ★ COMPANY SECRETARIES ★ NEW DELHI

(xiv) The summary of the Postal Ballot forms and E-voting process is as under:-

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Postal Ballot Notices and Forms dispatched to the shareholders of the Company on December 29, 2014 by Registered Post.	34,777	2,83,34,551
2	Postal Ballot Notices sent through Email by NDSL on December 29, 2014	41,229	13,68,36,046
	Total number of shares		**16,51,70,597**

(xiii) The summary of the result under Postal Ballot forms and E-voting process is as under:-

Resolution 1:

Special Resolution to authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 crores which may exceed the aggregate of paid up share capital and free reserves of the company

(A) Results of votes casted through Postal Ballot forms:

S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 28.01.2015 in respect of the above Resolution No. 1	842	3135811
	Less: Postal Ballot Forms found invalid	82	2828886
2	Net valid Postal Ballot Forms (as per Register)	760	**306925**
3	Votes casted in favour of Resolution No. 1	716	290296
4	Votes casted i against Resolution No. 1	44	16629

NITYANAND SINGH & CO. NEW DELHI

(B) Votes casted through E-voting :

S. No.	Particulars	No. of shareholders who opted E-voting facility	Total No. of Shares
1	Votes casted by shareholders through E-voting till 28.01.2015 (as per data received from NSDL). **Less:** Invalid votes as a Shareholder also exercised voting through Postal Ballot Form	316 0	79420485 0
2	Net valid votes	316	79420485
3	Votes casted in favour the Resolution No.1	273	79347509
4	Votes casted against Resolution No. 1	43	72976

(C) Combined result of votes casted through Postal Ballot and E-voting process:

S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes casted to total valid votes casted
1	Total number of votes casted in favour of the Resolution (A3 + B3)	989	79637805	99.88
2	Total number of votes casted against the Resolution (A4 + B4)	87	89605	0.12
	Total valid votes casted		**79727410**	**100**

Resolution 2:

Special Resolution to authorize the Board of Directors of the Company to secure the borrowings

(A) Results of votes casted through Postal Ballot forms:

S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 28.01.2015 in respect of the above Resolution No. 2 **Less:** Postal Ballot Forms found invalid	842 102	3135801 2836838

2	Net valid Postal Ballot Forms (as per Register)	740	298963
3	Votes casted in favour of Resolution No. 2	694	280677
4	Votes casted against Resolution No. 2	76	18286

(B)Votes casted through E-voting :

S. No.	Particulars	No. of shareholders who opted E-voting facility	Total No. of Shares
1	Votes casted by shareholders through E-voting till 28.01.2015 (as per data received from NSDL). **Less:** Invalid votes as a Shareholder also exercised voting through Postal Ballot Form	317 0	79108754 0
2	Net valid votes	317	79108754
3	Votes casted in favour the Resolution No.2	280	79038938
4	Votes casted against Resolution No. 2	37	69816

(C) Combined result of votes casted through Postal Ballot and E-voting process:

S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes casted to total valid votes casted
1	Total number of votes casted in favour of the Resolution (A3 + B3)	974	79319615	99.89
2	Total number of votes casted against the Resolution (A4 + B4)	113	88102	0.11
	Total valid votes casted		**79407717**	**100**

Resolution 3:

Special Resolution to authorize the Board of Directors to make investments or give loans/ guarantees or provide securities in connection with a loan

(A) Results of votes casted through Postal Ballot forms:

S. No.	Particulars	No. of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the shareholders of the Company till 28.01.2015 in respect of the above Resolution No. 3 **Less:** Postal Ballot Forms found invalid	842 102	3135801 2837238
2	Net valid Postal Ballot Forms (as per Register)	740	298563
3	Votes casted in favour of Resolution No. 3	697	283744
4	Votes casted against Resolution No. 3	43	14819

(B) Votes casted through E-voting :

S. No.	Particulars	No. of shareholders who opted E-voting facility	Total No. of Shares
1	Votes casted by shareholders through E-voting till 28.01.2015 (as per data received from NSDL). **Less:** Invalid votes as a Shareholder also exercised voting through Postal Ballot Form	318 0	78388694 0
2	Net valid votes	318	78388694
3	Votes casted in favour the Resolution No.3	263	72547716
4	Votes casted against Resolution No. 3	55	5840978

(C) Combined result of votes casted through Postal Ballot and E-voting process:

S. No.	Particulars	No. of shareholders who casted valid votes	Total No. of Shares	% of Votes casted to total valid votes casted
1	Total number of votes casted in favour of the Resolution (A3 + B3)	960	72831460	92.56
2	Total number of votes casted against the Resolution (A4 + B4)	98	5855797	7.44
	Total valid votes casted		**78687257**	**100**

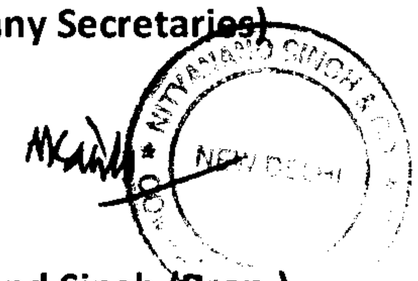
I have, on the reckoning of voting rights of the shareholders on the basis of the paid up value of the shares registered in their names found that the Special Resolutions No. 1 to 3 have been duly passed. You may accordingly declare the result of the voting by postal ballot/e-voting.

I shall handover the postal ballot forms and other related papers/registers and records for the safe custody of the official authorized by the Board on 31st January 2015 after the declaration of the Postal Ballot/E-voting Result.

Thanking you,

Yours truly

For Nityanand Singh & Co.
(Company Secretaries)



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

Place: New Delhi
Dated: January 31, 2015