

October 28, 2017

**The Manager  
National Stock Exchange of India  
Ltd.**

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

**The Manager  
BSE Limited**

Corporate Relationship Department,  
1<sup>st</sup> 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 Unsecured Creditors of the Company**

Dear Sir,

This has reference to NCLT convened Meeting of Unsecured Creditors of the Company held on October 28, 2017 at 2:00 P.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**").

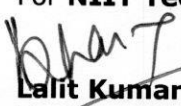
Based on the report of the scrutinizer the result of voting through process has been announced today by the Chairperson appointed by NCLT that the aforesaid resolution has been passed by the requisite majority.

Please note that the aforesaid Scrutinizer's Report are available on the website of the Company [www.niit-tech.com](http://www.niit-tech.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



# 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 Unsecured Creditors of NIIT Technologies Limited held on Saturday, the 28<sup>th</sup> day of October, 2017 at 02:00 p.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 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 poll taken on the below mentioned resolution, at the Tribunal convened meeting of the Unsecured Creditors of NIIT Technologies Limited held on Saturday, 28<sup>th</sup> October 2017 at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 at 02:00 pm. I submit the report as under:-

1. After the time fixed for the poll by the Chairman, 01 (*One*) ballot box kept for polling was locked in my presence. Since the Quorum fixed by the Hon'ble Tribunal was not present, the meeting of the Unsecured Creditors was adjourned by 30 minutes and thereafter the meeting was called to order.
2. 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.
3. 02 (*Two*) numbers Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:-

**“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

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modifications as may be prescribed or imposed by the NCLT, the approval of the Unsecured Creditors 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 authorit(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. Voted **in favour** of the resolution:

| Number of Unsecured Creditors present and voting (in person or by proxy) | Number of votes cast by them (In Rs.) | % of total number of valid votes cast (Amount of Unsecured Debt [In Rs.]) | % of total number of Unsecured Creditors present and voting |
|--------------------------------------------------------------------------|---------------------------------------|---------------------------------------------------------------------------|-------------------------------------------------------------|
| 26                                                                       | 2,45,04,441.78                        | 100                                                                       | 100                                                         |

ii. Voted **against** the resolution:

| Number of Unsecured Creditors present and voting (in person or by proxy) | Number of votes cast by them (In Rs.) | % of total number of valid votes cast (Amount of Unsecured Debt [In Rs.]) | % of total number of Unsecured Creditors present and voting |
|--------------------------------------------------------------------------|---------------------------------------|---------------------------------------------------------------------------|-------------------------------------------------------------|
| NIL                                                                      | NIL                                   | -                                                                         | -                                                           |

*mp*

*Gaur*

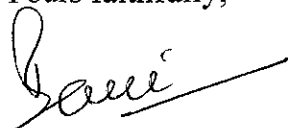
iii. **Invalid votes:**

| Total number of Unsecured Creditors (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------------|------------------------------------|
| 02                                                                                            | 113188                             |

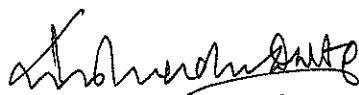
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



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



28/10/17

(KRISHNENDU DATTA)  
CHAIRMAN