

NIIT Limited

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New Delhi 110 019, India
CIN L74899DL1981PLC015865

www.niit.com

September 17, 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 Unsecured Creditors of the Company

Dear Sir,

This has reference to NCLT convened Meeting of Unsecured Creditors of the Company held on September 16, 2017 at 2:30 P.M. at The Ocean Pearl Retreat, ChattarpurMandir Road, Satbari, New Delhi – 110074 to approve the Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited (“**Amalgamating Company 1**”) and Global Consultancy and Investment Private Limited (“**Amalgamating Company 2**”) and NIIT Limited (“**Applicant/ Amalgamated Company**”) and their respective Shareholders and Creditors (“**the Scheme**”).

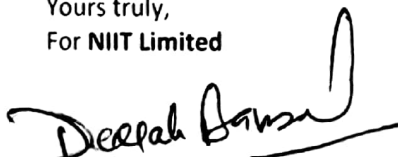
Based on the report of the scrutinizer the result of voting through process has been announced today by the Chairperson appointed by NCLT that the aforesaid resolution has been passed by the requisite majority.

Please note that the aforesaid Scrutinizer’s Report are available on the website of the Company www.niit.com.

This is for your information and records.

Thanking you,

Yours truly,
For NIIT Limited



Deepak Bansal
Company Secretary

Encl: a/a

Punkaj Oswal & Co.

Chartered Accountant

FORM NO. MGT-13

REPORT OF SCRUTINIZER(S)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
Mrs. Munisha Gandhi, Senior Advocate
Chairman appointed by National Company Law Tribunal,
Principal Bench at New Delhi

Meeting of the Unsecured Creditors of NIIT Limited held on Saturday, the 16th day of September, 2017 at 02:30 p.m. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 pursuant to the order dated 28 July 2017 of the National Company Law Tribunal, Principal Bench at New Delhi.

Dear Ma'am,

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 Limited held on Saturday, 16th September 2017 at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110 074 at 02:30 pm.

“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 Unsecured Creditors of the Company be and is hereby accorded to the proposed Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited (Amalgamating Company 1) and Global Consultancy and Investment Private Limited (Amalgamating Company 2) and NIIT 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 submit the report as under:-

1. After the time fixed for closing of the poll by the Chairman, 01 (One) ballot box kept for polling was locked in my presence.
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. No ballot papers were found to be invalid.
4. The result of the Poll is as under:-

i.

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	11,92,12,570	100

i. Voted **against** the resolution:

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

ii. **Invalid** votes:

Total number of Unsecured Creditors (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL


Agarwal

Soni

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: 16 September, 2017

Munish Gadhvi
17/9/17