

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: L74899DL1981PLC015885

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

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,

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Public Shareholders of the Company have been passed by the requisite majority as set out in the Notice of the Postal Ballot dated July 28, 2017 regarding :

“Approval of 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 the E-voting and Postal Ballot has been announced today by the authorised representative of the Company that the aforesaid resolution has been passed by the requisite majority.

Accordingly we are enclosing herewith the E-voting and Postal Ballot 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.

NIIT

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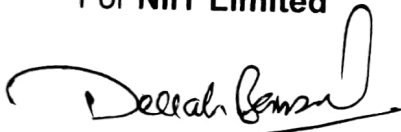
Further please note that aforesaid Result and Scrutinizer's Report are available on the website of the Company www.niit.com and National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,
For **NIIT Limited**



Deepak Bansal
Company Secretary

Encl: a/a

NIIT Limited

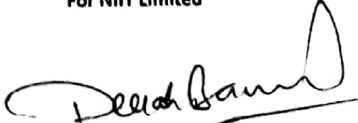
Regd Office - B. Balaji Estate, First Floor, Guru Itavi Das Marg, Kalkaji, New Delhi - 110019

Summary of Voting Results 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 2) and NIIT Limited (Amalgamated Company) and their respective Shareholders and Creditors through e-voting and postal ballot
Date of Declaration of Result - 17-09-2017

Total number of shareholders as on Record Date/cut-off date (i.e. July 28, 2017, the date of determining the voting rights of shareholders)		70207						
No. of shareholders present in the meeting either in person or through proxy		Not Applicable						
Promoters and Promoter Group		491						
Public (including others)		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable						
Promoters and Promoter Group		Not Applicable						
Public (including others)		Not Applicable						
Agenda wise disclosure (to be disclosed separately for each agenda item)								
Resolution		To approve: Scheme of Amalgamation, in terms of Section 230 to 232 of the Companies Act, 2013 read with other applicable provisions, if any between PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") and NIIT Limited ("Company"/"Amalgamated Company") and their respective Shareholders and Creditors.						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	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	E-Voting	56696835	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total (A)		56696835	0	0.00	0	0	0.00
Public - Institutional holders	E-Voting	44977924	19366243	43.06	19366243	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		19366243	0.00	19366243	0	100.00	0.00
	Total (B)		44977924	19366243	43.06	19366243	0	100.00
Public - Others	E-Voting	64215092	1828711	2.85	1822352	6359	99.65	0.35
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		92611	0.14	89593	3018	96.74	3.26
	Total (C)		64215092	1921322	2.99	1911945	9377	99.51
Total (A+B+C)		165889851	21287565	12.83	21278188	9377	99.96	0.044

Result : Resolution passed with requisite majority

For NIIT Limited



Deepak Bansal
Company Secretary

Place : Delhi
Date : September 17, 2017

Report of Scrutinizer(s)

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 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: Scrutinizer Report on the voting through Postal Ballot and remote e-Voting

Dear Sir(s),

1. The Board of Directors of **NIIT LIMITED** (the "Company") had appointed me as the Scrutinizer to conduct postal ballot process (including remote e-voting) in a fair and transparent manner for seeking approval of public shareholders pursuant to circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) as issued by the Securities and Exchange Board of India, for approval of 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 ("Company"/"Amalgamated Company") and their respective Shareholders and Creditors.
2. The Company Secretary of the Company has in pursuance to provisions of the Section 110 of the Companies Act 2013 read with and Rule 22 of the Companies (Management and Administration) Rules, 2014 vide Postal Ballot Notice dated July 28, 2017 circulated to the Public Shareholders the following Resolution for approval:

Resolution No.: 1

Type of Resolution: Ordinary Resolution

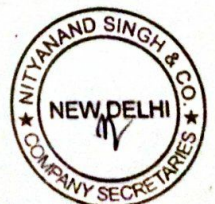
"RESOLVED THAT pursuant to circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) issued by the Securities and Exchange Board of India ("SEBI Circular"), the No Objection Letter/Observation Letter dated June 28, 2017 issued by the National Stock Exchange of India Limited, the No Objection Letter/Observation Letter dated June 29, 2017 issued by the BSE Limited, and other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder ("2013 Act"), and other applicable enactments, rules, regulations and guidelines (including any amendment, re-enactment, substitution thereof), Memorandum and Articles of Association of the Company, subject to the approval of the shareholders in the meeting convened by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"/"Tribunal") and approval of NCLT in terms of provisions of Section 230 to 232 of the 2013 Act subject to the such other approvals, permission and sanctions of

regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed and imposed by the NCLT/Tribunal, 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 ("Company"/"Amalgamated Company") and their respective shareholders and Creditors for the transfer and vesting of the Amalgamating Company 1 and the Amalgamating Company 2 into and with the Company ("Scheme"), a copy of which is enclosed with the Postal Ballot Notice, be and is hereby approved and agreed to, with or without modification and/or condition, if any which may be required or imposed by the NCLT, while sanctioning the Scheme, or by any other authorities under applicable laws, on such terms and conditions and other details, mentioned in the said Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things (including to delegate all or any of their powers to any person or committee thereof, subject to the provisions of 2013 Act) as are considered requisite or necessary to give effect to this resolution and to effectively implement the amalgamation embodied in the scheme."

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

- (i) The Company completed dispatch of aforesaid Postal Ballot Notice to Public Shareholders on August 13, 2017 along with the Postal Ballot Form and Postage pre-paid Business Reply Envelope to its Public 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 July 28, 2017 ('Cut-off date').
- (ii) The Public 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").
- (iii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iv) The remote e-voting period commenced on Thursday, 17th August, 2017 at 10:00 A.M. (IST) and ended on Friday, 15th September, 2017 at 05:00 P.M (IST).
- (v) All Postal Ballot forms received up to the Friday, 15th September 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.
- (vi) Particulars of all the Postal Ballot forms received from the Public 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.



- (vii) 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 public shareholders as on cut-off date July 28, 2017.

- (viii) There were 9 Ballot forms which were declared invalid.

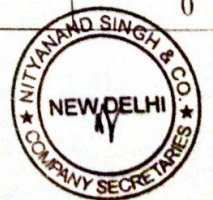
- (ix) The summary of the Postal Ballot Notices and forms sent via Registered Post and sent via e-mail to Public Shareholders as on the cut-off date, are as under: -

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Postal Ballot Notices and Forms dispatched to the public shareholders of the Company till Sunday, 13 th , August, 2017 by Registered Post/ Courier.	22,405	22,853,337
2	Postal Ballot Notices and Forms sent to Public Shareholders through Email by NSDL on Saturday, 12 th , August, 2017	47,802	143,036,514
Total		70,207	165,889,851

- (xiii) The summary of the results through Postal Ballot forms and remote e-voting on the aforesaid resolution is as under:-

- (x) Number of Votes cast through Postal Ballot forms and remote e-voting:

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	E-Voting	56696835	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	
	Total	56696835	0	0	0	0	0	0



Public- Institution s	E-Voting		19366243	43.0572	19366243	0	100	0
	Postal Ballot	44977924	0	0	0	0	0	0
	Total	44977924	19366243	43.0572	19366243	0	100	0
Public- Non Institution s	E-Voting		1828711	2.8478	1822352	6359	99.6523	0.3477
	Postal Ballot	64215092	92611	0.1442	89593	3018	96.7412	3.2588
	Total	64215092	1921322	2.9920	1911945	9377	99.5120	0.4880
	Total	165889851	21287565	12.8323	21278188	9377	99.9560	0.0440
Whether resolution is Pass or Not.							YES	

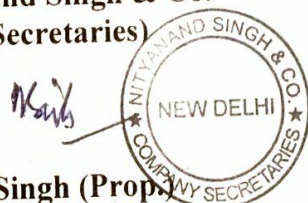
I have, on the reckoning of voting rights of the shareholders on the basis of the paid up value of the shares registered in their names found that the above Resolution has been duly passed with requisite majority. You may accordingly declare the result of the voting by postal ballot/ remote e-voting.

The Postal Ballot forms and other related papers/Registers and records are also being handed over for safe custody to the Company.

Thanking you,

Yours truly

For Nityanand Singh & Co.
(Company Secretaries)



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

Place: New Delhi

Dated: 16th September 2017

Enclosed: 1) Report of E-voting(Annexure-I)

2) Report of Postal Ballot (Annexure-II)

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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: Scrutinizer report of E-Voting.

Dear Sir,

I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of NIIT LIMITED for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s). We submit our report as under:

1. The remote e-voting period commenced on Thursday, 17th August, 2017 at 10:00 A.M. (IST) and ended on Friday, 15th September, 2017 at 05:00 P.M (IST).
2. The Shareholders holding shares as on the "cut off" date i.e.28th July, 2017 were entitled to vote on the proposed resolution as set out in the Notice dated 28th July, 2017.
3. Number of Votes cast through remote e-voting:

S. No.	Particulars	No. Of Members	Total No. of Shares
1	Valid Votes cast by Public Shareholders through remote e-voting	335	21194954
	Total valid votes cast through remote e-voting	335	21194954

4. The result of the E-voting is as under:



Ordinary Resolution:

Resolution 1-

Resolution for approval of the Scheme of Amalgamation, in terms of circular no. CFD/DIL3/CIR/2017/21 dated March 10,2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) as issued by the Securities and Exchange Board of India, between PIPL Management Consultancy and Investment Private Limited (“Amalgamating Company 1”) and Global Consultancy and Investment Private Limited (“Amalgamating Company 2”) and NIIT Limited (“Company”/“Amalgamated Company”) and their respective Shareholders and Creditors:

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	E-Voting	56696835	0	0	0	0	0	0
	Total	56696835	0	0	0	0	0	0
Public-Institutions	E-Voting	44977924	19366243	43.0572	19366243	0	100	0
	Total	44977924	19366243	43.0572	19366243	0	100	0
Public- Non Institutions	E-Voting	64215092	1828711	2.8478	1822352	6359	99.6523	0.3477
	Total	64215092	1828711	2.8478	1822352	6359	99.6523	0.3477
	Total	165889851	21194954	12.7765	21188595	6359	99.9700	0.0300

Place: New Delhi
Dated: 16th September 2017



For Nityanand Singh & Co.
(Company Secretaries)

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



Report of Scrutinizer(s)

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 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: Scrutinizer report of Postal Ballot.

Dear Sir,

I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of NIIT LIMITED for the purpose of scrutinizing the Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through Postal Ballot carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s). We submit our report as under:

The Company completed dispatch of aforesaid Postal Ballot Notice to Public Shareholders on August 13, 2017 along with the Postal Ballot Form and Postage pre-paid Business Reply Envelope.

1. The Shareholders holding shares as on the "cut off" date i.e. 28th July, 2017 were entitled to vote on the proposed resolution as set out in the Notice dated 28th July, 2017.

2. Number of Votes cast through Postal Ballot form:

S. No.	Particulars	No. Of Postal Ballots	Total No. of Shares
1	Postal Ballot Forms received from the Public Shareholders of the Company	156	94295
	Less: Postal Ballot Forms found invalid	09	1684
	Total valid votes cast through Postal Ballot	147	92611

3. There were 9 Ballots forms which were declared invalid

4. The result of the Voting through Ballot Paper is as under:



Ordinary Resolution:

Resolution 1-

Resolution for approval of the Scheme of Amalgamation, in terms of circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) as issued by the Securities and Exchange Board of India, between PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") and NIIT Limited("Company"/"Amalgamated Company") and their respective Shareholders and Creditors:

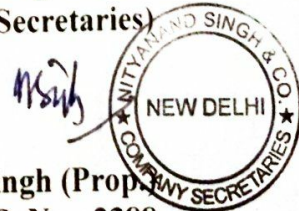
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	Postal Ballot	56696835	0	0	0	0	0	0
	Total	56696835	0	0	0	0	0	0
Public-Institutions	Postal Ballot	44977924	0	0	0	0	0	0
	Total	44977924	0	0	0	0	0	0
Public-Non Institutions	Postal Ballot	64215092	92611	0.1442	89593	3018	96.7412	3.2588
	Total	64215092	92611	0.1442	89593	3018	96.7412	3.2588
	Total	165889851	92611	0.0558	89593	3018	96.7412	3.2588

Place: New Delhi

Dated: 16th September 2017



For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Proprietor)

C.P. No.: 2388

Membership No.: 2668