

August 04, 2015

The Secretary  
**Bombay Stock Exchange Ltd.**  
Corporate Relationship Department ,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-400 001.

The Secretary  
**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
5<sup>th</sup> Floor, Plot no C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai 400 051.

Dear Sir,

**Sub: Proceedings of the 23<sup>rd</sup> Annual General Meeting of the Company under clause 31 & Results of the E-Voting & Ballot of NIIT Technologies Limited pursuant to Clause 35A of the Listing Agreement**

With reference to the captioned matter above, please find attached herewith the proceedings of the 23<sup>rd</sup> Annual General Meeting of the Company under Clause 31 & Results of the E-Voting & Ballot pursuant to Clause 35A of the Listing Agreement for the 23<sup>rd</sup> Annual General Meeting of NIIT Technologies Limited (the 'Company') held on August 03, 2015.

The Company had appointed CS Nityanand Singh (Membership No. FCS 2668) of M/s Nityanand Singh & Co., Company Secretaries in practice as the Scrutinizer, for conducting the E-voting & Ballot process. The Scrutinizer has submitted his Report dated August 03, 2015 to the Chairman of the Company.


The details of the voting results of the Company pursuant to Clause 35A of the Listing Agreement in respect of the Resolutions as set out under the Notice of 23<sup>rd</sup> Annual General Meeting of the Company are enclosed herewith as Annexure 1 alongwith the Scrutinizers Report.

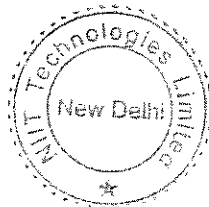
A copy of the voting results shall also available on the website of the Company and at the Registered Office of the Company.

You are further requested to take note that all the resolutions were passed with requisite majority.

**Thanking you**

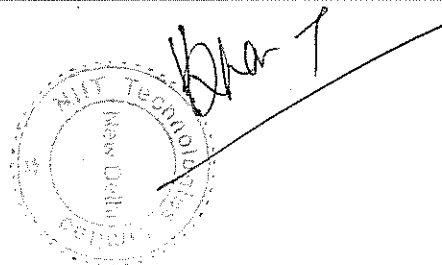
For **NIIT Technologies Limited**

  
**Lalit Kumar Sharma**  
**Company Secretary & Legal Head**  
**FCS 6218**

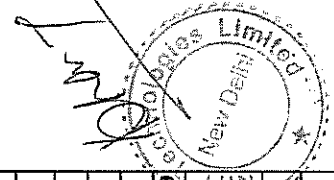


**Annexure - 1**

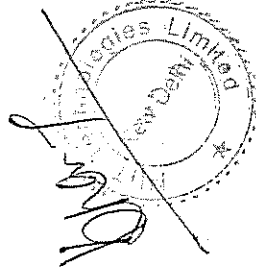
|  |  |                           |
|--|--|---------------------------|
| <b>Name of the Company</b>   | NIIT Technologies Limited  |                           |
| <b>No. of the Annual General Meeting</b>   | 23 <sup>rd</sup> Annual General Meeting  |                           |
| <b>Date of the meeting</b>   | Monday, August 03, 2015  |                           |
| <b>Time</b>  | 9:00 A.M.  |                           |
| <b>Venue</b>   | Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi - 110 074 |                           |
| <b>Total number of shareholders on the record date (i.e. July 27, 2015, the date of determining the voting rights of shareholders)</b> | 38327  |                           |
| <b>Total No. of Shares</b>   | 61,071,399   |                           |
| <b>No. of Shareholders present in the meeting either in person or through proxy</b>  |  |                           |
|  | <b>No. of shareholders</b>   | <b>No. of shares held</b> |
| Promoters and Promoter Group   | 4  | 4352022                   |
| Public   | 356  | 1146575                   |
| <b>No. of Shareholders present in the meeting through video conferencing</b>   |  |                           |
|  | <b>No. of shareholders</b>   | <b>No. of shares held</b> |
| Promoters and Promoter Group   | NIL  | NIL                       |
| Public   | NIL  | NIL                       |
| <b>Mode of voting</b>  | E-Voting, Ballot & Postal Ballot   |                           |



| Detail of the Agenda:   | No. of shares held | No. of votes polled | % of Votes Polled on outstanding | 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)=                                 | (7)=                               |
|   |                    |                     |                                  |                          |                        | [(4)/(2)]*100                        | [(5)/(2)]*100                      |
| <b>1. To receive, consider and adopt: (a) the audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon;</b> |                    |                     |                                  |                          |                        |                                      |                                    |
| <b>Ordinary business/Ordinary Resolution</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| <b>Mode of voting: (E-voting + Poll)</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| Promoter and Promoter Group   | 18848118           | 18848118            | 100.0000                         | 18848118                 | 0                      | 100.0000                             | -                                  |
| Public - Institutional holders  | 28336645           | 22771714            | 80.3613                          | 22771714                 | 0                      | 100.0000                             | -                                  |
| Public-Others   | 13886636           | 5398315             | 38.8741                          | 5398293                  | 22                     | 99.9995                              | 0.0004                             |
| <b>Total</b>  | <b>61071399</b>    | <b>47018147</b>     | <b>76.9888</b>                   | <b>47018125</b>          | <b>22</b>              | <b>99.9999</b>                       | <b>0.0001</b>                      |
| <b>2. To declare dividend on equity shares.</b>   |                    |                     |                                  |                          |                        |                                      |                                    |
| <b>Ordinary business/Ordinary Resolution</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| <b>Mode of voting: (E-voting + Poll)</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| Promoter and Promoter Group   | 18848118           | 18848118            | 100.0000                         | 18848118                 | 0                      | 100.0000                             | -                                  |
| Public - Institutional holders  | 28336645           | 23143627            | 81.6738                          | 23143627                 | 0                      | 100.0000                             | -                                  |
| Public-Others   | 13886636           | 5397567             | 38.8687                          | 5397545                  | 22                     | 99.9995                              | 0.0004                             |
| <b>Total</b>  | <b>61071399</b>    | <b>47389312</b>     | <b>77.5965</b>                   | <b>47389290</b>          | <b>22</b>              | <b>99.9999</b>                       | <b>0.0001</b>                      |
| <b>3. To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment</b>   |                    |                     |                                  |                          |                        |                                      |                                    |
| <b>Ordinary business/Ordinary Resolution</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| <b>Mode of voting: (E-voting + Poll)</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| Promoter and Promoter Group   | 18848118           | 18848118            | 100.0000                         | 18848118                 | 0                      | 100.0000                             | -                                  |
| Public - Institutional holders  | 28336645           | 23143627            | 81.6738                          | 20989246                 | 2154381                | 90.6912                              | 9.3087                             |
| Public-Others   | 13886636           | 5398415             | 38.8748                          | 2620451                  | 2777964                | 48.5411                              | 51.4588                            |
| <b>Total</b>  | <b>61071399</b>    | <b>47390160</b>     | <b>77.5979</b>                   | <b>42457815</b>          | <b>4932345</b>         | <b>89.5920</b>                       | <b>10.4079</b>                     |
| <b>4. To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| <b>Ordinary business/Ordinary Resolution</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| <b>Mode of voting: (E-voting + Poll)</b>  |                    |                     |                                  |                          |                        |                                      |                                    |
| Promoter and Promoter Group   | 18848118           | 18848118            | 100.0000                         | 18848118                 | 0                      | 100.0000                             | -                                  |
| Public - Institutional holders  | 28336645           | 22771714            | 80.3613                          | 22552979                 | 218735                 | 99.0394                              | 0.9605                             |
| Public-Others   | 13886636           | 5398415             | 38.8748                          | 5398181                  | 234                    | 99.9956                              | 0.0043                             |
| <b>Total</b>  | <b>61071399</b>    | <b>47018247</b>     | <b>76.9889</b>                   | <b>46799278</b>          | <b>218969</b>          | <b>99.5342</b>                       | <b>0.4657</b>                      |



| 5. To appoint Ms. Holly Jane Morris (DIN 06968557) as Director of the Company. |                 |                 |                |                 |            |                |                 |            |                |               |
|--|-----------------|-----------------|----------------|-----------------|------------|----------------|-----------------|------------|----------------|---------------|
| Special business/Ordinary Resolution   |                 |                 |                |                 |            |                |                 |            |                |               |
| Mode of voting: (E-voting + Poll)  |                 |                 |                |                 |            |                |                 |            |                |               |
| Promoter and Promoter Group  | 18848118        | 18848118        | 100.0000       | 18848118        | 0          | 100.0000       | 18848118        | 0          | 100.0000       | -             |
| Public - Institutional holders   | 28336645        | 23143627        | 81.6738        | 23143627        | 0          | 100.0000       | 23143627        | 0          | 100.0000       | -             |
| Public-Others  | 13886636        | 5397410         | 38.8676        | 5397410         | 880        | 99.9836        | 5396530         | 880        | 99.9836        | 0.0163        |
| <b>Total</b>   | <b>61071399</b> | <b>47389155</b> | <b>77.5963</b> | <b>47389155</b> | <b>880</b> | <b>99.9981</b> | <b>47388275</b> | <b>880</b> | <b>99.9981</b> | <b>0.0018</b> |



To,

**Shri Rajendra S Pawar**  
 (Chairman & Managing Director)  
**NIIT Technologies Ltd.**  
 8, Balaji Estate, First Floor  
 Guru Ravi Das Marg, Kalkaji  
 New Delhi-110 019, India

**Sub.:** Consolidated Results of e-voting, voting by ballot and poll

**Reference:** 23<sup>rd</sup> Annual General Meeting (the AGM) of the Company held on Monday, 3<sup>rd</sup> August, 2015

Dear Sir,

I have submitted separate reports on 'e-voting and voting by ballot' and 'poll' on the resolutions contained in the notice convening the 23<sup>rd</sup> Annual General Meeting on 3<sup>rd</sup> August, 2015. I Submit herewith my combined report on the results on 'e-voting and voting by ballot' and 'poll' as under:

**Resolution No. 1: To receive, consider and adopt the Audited Financial Statement and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon**

| Votes in favour of resolution |                                       | Votes against the resolution |                                       | Invalid votes | Votes abstained |
|-------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|-----------------|
| No. of Votes                  | % of total number of valid votes cast | No. of votes                 | % of total number of valid votes cast | Nos.          | Nos.            |
| 47018125                      | 99.99                                 | 22                           | 0.01                                  | 3784          | 0               |

**Resolution No. 2: To declare dividend on equity shares**

| Votes in favour of resolution |                                       | Votes against the resolution |                                       | Invalid votes | Votes abstained |
|-------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|-----------------|
| No. of Votes                  | % of total number of valid votes cast | No. of votes                 | % of total number of valid votes cast | Nos.          | Nos.            |
| 47389290                      | 99.99                                 | 22                           | 0.01                                  | 3784          | 0               |

**Resolution No. 3: To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment**



| Votes in favour of resolution |                                       | Votes against the resolution |                                       | Invalid votes | Votes abstained |
|-------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|-----------------|
| No. of Votes                  | % of total number of valid votes cast | No. of votes                 | % of total number of valid votes cast | Nos.          | Nos.            |
| 42457815                      | 89.59                                 | 4932345                      | 10.41                                 | 3784          | 0               |

**Resolution No. 4: To retify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), statutory Auditors of the Company to hold office from conclusion of this AGM until the conclusion of the next AGM and fix their remuneration**

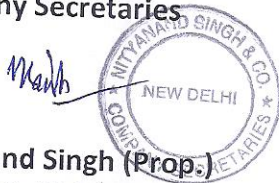
| Votes in favour of resolution |                                       | Votes against the resolution |                                       | Invalid votes | Votes abstained |
|-------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|-----------------|
| No. of Votes                  | % of total number of valid votes cast | No. of votes                 | % of total number of valid votes cast | Nos.          | Nos.            |
| 46799278                      | 99.53                                 | 218969                       | 0.47                                  | 3784          | 0               |

**Resolution No. 5: To appoint Ms. Holly Jane Morris (DIN 06968557) as Director of the Company**

| Votes in favour of resolution |                                       | Votes against the resolution |                                       | Invalid votes | Votes abstained |
|-------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|-----------------|
| No. of Votes                  | % of total number of valid votes cast | No. of votes                 | % of total number of valid votes cast | Nos.          | Nos.            |
| 47388275                      | 99.99                                 | 880                          | 0.0018                                | 3784          | 0               |

Thanking you,

Yours Sincerely,  
For Nityanand Singh & Co.,  
Company Secretaries



Nityanand Singh (Prop.)  
FCS 2668, CP 2388

Place: New Delhi  
Date: 3<sup>rd</sup> August, 2015

**Report of Scrutinizer(s)**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

**23<sup>rd</sup> Annual General Meeting** of the Equity shareholders

**Of NIIT Technologies Limited**

Held on **3<sup>rd</sup> Day of August, 2015** at 9:00 A.M. at **Mapple Exotica,**

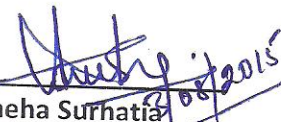
**Khasra No.123, Chhatarpur Mandir Road,**

**Satbari, New Delhi-110074**

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 Technologies 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), at the **23<sup>rd</sup> Annual General Meeting** of the members of **NIIT Technologies Limited**, held on **3<sup>rd</sup> Day of August, 2015** at 9:00 A.M. at **Mapple Exotica, Khasra No.123, Chhatarpur Mandir Road, Satbari, New Delhi-110074**. We submit our report as under:

1. The E-voting period remained open from Friday 31<sup>st</sup> July, 2015 (9.00 A.M.) to Sunday 2<sup>nd</sup> August, 2015(5:00 P.M.).
2. The Shareholders holding shares as on the "cut off" date i.e. 27<sup>th</sup> July, 2015 were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the Notice dated 5<sup>th</sup> May, 2015 of the 23<sup>rd</sup> Annual General Meeting of **NIIT Technologies Limited**.
3. The votes were unblocked on **3<sup>rd</sup> August, 2015** at around 09:55 A.M. in the presence of two witnesses, Ms. Sneha Surhatia R/o. Plot no.73, Sector-19, Dwarka, New Delhi-110075 and Mr. Devesh Arora R/o. B-223, West Patel Nagar, Delhi- 110008 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Sneha Surhatia

  
Devesh Arora



4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.cdsl.com/>) (Annexure-I).

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

**a) Resolution 1-Adoption of accounts**

(i) Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 166  | 46641012   | 100                                   |

(ii) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 166  | 0   | 0                                     |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

**b) Resolution 2 – Declaration of Dividend on Equity shares**

(i) Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 173  | 47012429   | 100                                   |





(ii) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 173  | 0   | 0                                     |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

c) Resolution 3 – Re- Appointment of Mr.Rajendra S Pawar as Director

(i) Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 174  | 42080702   | 89.51                                 |

(ii) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 174  | 4932323                                     | 10.49                                 |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |



d) **Resolution 4– Appointment of Statutory Auditors**

(i) Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 167  | 46422165   | 99.53                                 |

(ii) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 167  | 218947                                      | 0.47                                  |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0   | 0                                  |

e) **Resolution 5 – Appointment of Ms. Holly Jane Morris as a Director**

Voted in favour of the resolution:

| Number of Members voted through electronic voting system | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 173  | 47011167   | 99.99                                 |

(i) Voted against the resolution:

| Number of Members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 173  | 858   | 0.01                                  |



(ii) **Invalid votes :**

| <b>Total Number of Members whose votes were declared invalid</b> | <b>Total number of votes cast by them</b> |
|--|---|
| 0  | 0   |

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of NIIT Technologies Limited for safe keeping.

Thanking you,

Yours Sincerely,

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



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

Place: New Delhi

Dated: 3<sup>rd</sup> August, 2015

**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,  
The Chairman  
**23<sup>rd</sup> Annual General Meeting of the Equity shareholders  
Of NIIT Technologies Limited**  
Held on **3<sup>rd</sup> Day of August, 2015** at 9:00 A.M. at  
**Mapple Exotica, Khasra no.123, Chhatarpur Mandir Road,  
Satbari, New Delhi-110074**

Dear Sir,

I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., a Company Secretary Firm having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the **23<sup>rd</sup> Annual General Meeting of the equity shareholders of NIIT Technologies Limited held on 3<sup>rd</sup> Day of August, 2015 at 9:00 A.M. at Mapple Exotica, Khasra no.123, Chhatarpur Mandir Road, Satbari, New Delhi-110074**, submit our report as under:

1. After the time fixed for the poll by the Chairman, **2 (Two)** ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. Two ballot paper received by the Company by post were also opened in my presence The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll/ballot 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 & ballot is as under:

**a) Resolution 1 – Adoption of accounts**

(i) Voted in favour of the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 220  | 377113                       | 99.99                                 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 220  | 22                           | 0.01                                  |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 24  | 3784                               |

**b) Resolution 2 – Declaration of Dividend on equity shares**

(i) Voted in favour of the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 219  | 376861                       | 99.99                                 |



(ii) Voted against the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 219  | 22                           | 0.01                                  |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 24  | 3784                               |

c) Resolution 3 – Re-Appointment of Mr.Rajendra S Pawar as a Director

(i) Voted in favour of the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 220  | 377113                       | 99.99                                 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 220  | 22                           | 0.01                                  |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 24  | 3784                               |



d) **Resolution 4 – Appointment of Statutory Auditors**

(i) Voted in favour of the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 220  | 377113                       | 99.99                                 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 220  | 22                           | 0.01                                  |

(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 24  | 3784                               |

e) **Resolution 5 – Appointment of Ms.Holly Jane Morris as an Independent Director**

(i) Voted in favour of the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 218  | 377108                       | 99.99                                 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 218  | 22                           | 0.01                                  |



(iii) Invalid votes :

| Total Number of Members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 24  | 3784                               |

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours Sincerely,  
For Nityanand Singh & Co.  
(Company Secretaries)



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

Place: New Delhi

Dated: 3<sup>rd</sup> August, 2015