

July 9, 2014

The Secretary
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

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

Subject: 22nd Annual General Meeting - Declaration of Results pursuant to Clause 35A.

Dear Sir,

This is in continuation to our letter dated July 7, 2014, informing that the results of the e-voting and the poll conducted at the Annual General Meeting (AGM) shall be announced on July 9, 2014. Please find details of voting as required under Clause 35A of the Listing Agreement.

Date of AGM	July 7, 2014
Total Number of shareholders as on record date	46,293
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 320
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not arranged

The mode of voting for all the resolutions was e-voting and poll conducted at the AGM. The agenda wise details of voting are provided in Annexure A.

Yours faithfully,

For **NIIT Technologies Limited**


Onkarnath Banerjee
Company Secretary & Legal Head

Encl a/a

Annexure-A

Ordinary Resolution

RESOLUTION -1
To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Audited Profit and Loss Account for the financial year ended on that date along with the reports of the Auditors and Directors thereon.

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	18848118	18848118	100.00	18848118	0	100.00	0.00
Public – Institutional holders	30116132	19734558	65.53	19734558	0	100.00	0.00
Public-Others	11761274	1987811	16.90	1987811	0	100.00	0.00
Total	60725524	40570487	66.81	40570487	0	100.00	0.00

Ordinary Resolution

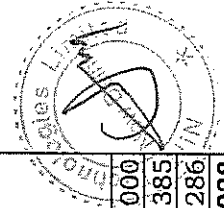
RESOLUTION -2
To declare dividend on equity shares.

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	18848118	18848118	100.00	18848118	0	100.00	0.00
Public – Institutional holders	30116132	19734558	65.53	19734558	0	100.00	0.00
Public-Others	11761274	1987811	16.90	1987811	0	100.00	0.00
Total	60725524	40570487	66.81	40570487	0	100.00	0.00

Ordinary Resolution

RESOLUTION -3
To appoint a Director in place of Mr. Vijay K Thadani (DIN 00042527), who retires by rotation and, being eligible, offers himself for re-appointment.

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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public – Institutional holders	30116132	19734558	65.53	17290506	2444052	87.615	12.385
Public-Others	11761274	1987761	16.90	1982083	5678	99.714	0.286
Total	60725524	40570437	66.81	38120707	2449730	93.962	6.038



RESOLUTION -4**Ordinary Resolution**

To appoint M/s Price Waterhouse, Chartered Accountant (Firm Registration No. FRN301112E), as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the twenty fifth AGM at such remuneration as shall be fixed by the Board of Directors

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public - Institutional holders	30116132	19734558	65.53	19734558	0	100.000	0.000
Public-Others	11761274	1987761	16.90	1987179	582	99.971	0.029
Total	60725524	40570437	66.81	40569855	582	99.999	0.001

RESOLUTION -5**Special Resolution**

To approve amendment in existing Article 66 of the Articles of Association of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public - Institutional holders	30116132	19734558	65.53	16974054	2760504	86.012	13.988
Public-Others	11761274	1987811	16.90	1986549	1262	99.937	0.063
Total	60725524	40570487	66.81	37808721	2761766	93.193	6.807

RESOLUTION -6**Ordinary Resolution**

To re-appoint Mr. Rajendra S Pawar (DIN 00042516) as Chairman and Managing Director.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public - Institutional holders	30116132	19734558	65.53	18437169	1297389	93.426	6.574
Public-Others	11761274	1987751	16.90	1987169	582	99.971	0.029
Total	60725524	40570427	66.81	39272456	1297971	96.801	3.199



RESOLUTION -7

Ordinary Resolution

To re-appoint Mr. Arvind Thakur (DIN 00042534) as CEO and Jt. Managing Director.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public – Institutional holders	30116132	19734558	65.53	19734558	0	100.000	0.000
Public-Others	11761274	1411453	12.00	1410275	1178	99.917	0.083
Total	60725524	39994129	65.86	39992951	1178	99.997	0.003

Special Resolution

RESOLUTION -8

To approve payment of minimum remuneration to Mr. Rajendra S Pawar (DIN 00042516), Chairman and Managing Director

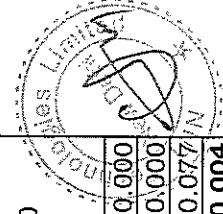
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	18848118	18848118	100.00	18848118	0	100.000	0.000
Public – Institutional holders	30116132	19734558	65.53	19734558	0	100.000	0.000
Public-Others	11761274	1987661	16.90	1986283	1378	99.931	0.069
Total	60725524	40570337	66.81	40568959	1378	99.997	0.003

Special Resolution

RESOLUTION -9

To approve payment of minimum remuneration to Mr. Arvind Thakur (DIN 00042534), CEO & Jt. Managing Director.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public – Institutional holders	30116132	19734558	65.53	19734558	0	100.000	0.000
Public-Others	11761274	1987661	16.90	1986078	1533	99.923	0.077
Total	60725524	40570287	66.81	40568754	1533	99.996	0.004



RESOLUTION -10**Special Resolution****To approve payment of remuneration to Non-Executive Directors.**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public – Institutional holders	30116132	19734558	65.53	19734558	0	100.000	0.000
Public-Others	11761274	1987591	16.90	1986163	1428	99.928	0.072
Total	60725524	40570267	66.81	40568839	1428	99.996	0.004

RESOLUTION -11**Ordinary Resolution****To appoint Mr. Surendra Singh (DIN 00003337) as an Independent Director**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public – Institutional holders	30116132	19734558	65.53	17614230	2120328	89.256	10.744
Public-Others	11761274	1987811	16.90	1985623	1188	99.940	0.060
Total	60725524	40570487	66.81	38448971	2121516	94.771	5.229

RESOLUTION -12**Ordinary Resolution****To appoint Mr. Amit Sharma (DIN 00050254) as an Independent Director**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes 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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public – Institutional holders	30116132	19734558	65.53	17510305	2224253	88.729	11.271
Public-Others	11761274	1987711	16.90	1986473	1238	99.938	0.062
Total	60725524	40570387	66.81	38344896	2225491	94.514	5.486

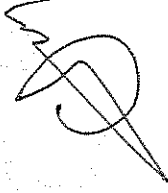


RESOLUTION -13

Ordinary Resolution

To appoint Mr. Ashwani Puri (DIN 00160662) as an Independent Director

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	18848118	18848118	100.00	18848118	0	100.000	0.000
Public - Institutional holders	30116132	19734558	65.53	19734558	0	100.000	0.000
Public-Others	11761274	1987761	16.90	1986573	1188	99.940	0.060
Total	60725524	40570437	66.81	40569249	1188	99.997	0.003



Scrutinizer's Report


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

To,
The Chairman
22nd Annual General Meeting of the Equity Shareholders
Of NIIT Technologies Limited, to be held on 7th day of July, 2014 at 9:00 a.m.
at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi 110074.

Dear Sir,

I, Abhinav Khosla, Partner of M/s. S. C. Vasudeva & Co., a Chartered Accountant Firm having its registered office at B – 41, Panchsheel Enclave, New Delhi – 110017, have been appointed as a Scrutinizer of NIIT Technologies Limited (“the Company”) for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the 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 22nd Annual General Meeting of the Equity Shareholders of NIIT Technologies Limited, to be held on 7th day of July, 2014 at 9:00 a.m. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi 110074. We submit our report as under:

1. The e-voting period remained open from Tuesday 1st July, 2014 (9.00 a.m.) to Thursday 3rd July, 2014 (6.00 p.m.).
2. The shareholders holding shares as on the “cut off” date i.e. 30th May, 2014 were entitled to vote on the proposed resolutions (item no.1 to 13 as set out in the Notice of the 22nd AGM of NIIT Technologies Limited).
3. The votes were unblocked on 3rd July, 2014 around 7:00 p.m. in the presence of two witnesses, Ms. Resham Goyal (1st Floor, J – 1/137, DDA Flats, Kalkaji, New Delhi 110019) and Mr. Akash Balodi (13/468, Lodhi Colony, New Delhi – 110003) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name : Resham Goyal


Name : Akash Balodi



Other Offices

New Delhi
D-62, Panchsheel Enclave, New Delhi-110017
Tel: +91-11- 26497629 / 30 Fax: +91-11- 41749444

Ludhiana
B-XIX-220, Rani Jhansi Road, Near SBI Treasury Branch, Ghumar Mandi,
Ludhiana-141001, (Punjab) Tel: +91-161-2774527 Fax: +91-161-2771618

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.nsdl.com/>) as per Annexure A.

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

a) **Resolution 1 – To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Audited Profit and Loss Account for the financial year ended on that date along with the report of Auditors and Directors thereon.**

(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
128	24548287	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
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

b) **Resolution 2 – To declare 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
128	24548287	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
0	0	0



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

c) **Resolution 3 – To appoint a Director in place of Mr. Vijay K Thadani (DIN 00042527), who retires by rotation and, being eligible, offers himself for re – appointment.**

(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
120	22098507	90.02%

(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
8	2449730	9.98%

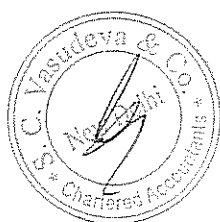
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

d) **Resolution 4 – To appoint M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. FRN 301112E), as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the twenty fifth AGM at such remuneration as shall be fixed by the Board of Directors.**

(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
125	24547655	99.99%



(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
2	582	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

e) **Resolution 5 – To approve the amendment in existing Article 66 of the Article of Association of the Company.**

(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
118	21786521	88.75%

(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
10	2761766	11.25%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

f) **Resolution 6 – To re – appoint Mr. Rajendra S Pawar (DIN 00042516) as Chairman and Managing 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
124	23250256	94.71%



(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
3	1297971	5.29%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

g) Resolution 7 – To re – appoint Mr. Arvind Thakur (DIN 00042534) as CEO and Jt. Managing 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
122	23970751	99.99%

(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
3	1178	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



h) Resolution 8 – To approve payment of minimum remuneration to Mr. Rajendra S Pawar (DIN 00042516), Chairman and Managing 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
123	24546759	99.99%

(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
4	1378	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

i) Resolution 9 – To approve payment of minimum remuneration to Mr. Arvind Thakur (DIN 00042534), CEO and Jt. Managing Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
121	24546554	99.99%

(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
5	1533	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



j) Resolution 10 – To approve payment of remuneration to Non – Executive directors.

(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
120	24546639	99.99%

(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
5	1428	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

k) Resolution 11 – To appoint Mr. Surendra Singh (DIN 00003337) as an Independent Director.

(i) Voted in favour of the resolution:

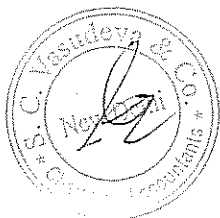
Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
115	22426771	91.36%

(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
13	2121516	8.64%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



l) Resolution 12 – To appoint Mr. Amit Sharma (DIN 00050254) as an Independent 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
111	22322696	90.93%

(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
15	2225491	9.07%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

m) Resolution 13 – To appoint Mr. Ashwani Puri (DIN 00160662) as an Independent 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
123	24547049	99.99%

(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
4	1188	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



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 the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Abhinav Khosla

Abhinav Khosla

Partner, S.C. Vasudeva & Co.

Chartered Accountants

(FRN 000235N)

Membership No.:087010



Place: New Delhi

Dated: 04.07.2014

Welcome MR. ABHINAV KHOSLA (AKHOSLA)

Last Login Time: 2014-07-04 16:11

[Home](#)[e-Voting](#)[User Profile](#)[News&Results](#)[Logout](#)**e-Voting****View / Authorize e-Voting Results**ISIN Name : **NIIT TECHNOLOGIES LIMITED EQ**

EVEN : 100306

Resolution File : [Download File](#)

Record Date : 2014-05-30

Voting End Date : 2014-07-03

ISIN : INE591G01017

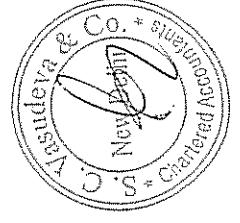
Logo File : [Download File](#)

Voting Start Date : 2014-07-01

Voting Result Date : 2014-07-09

Resolution : **Ordinary business**Description : **To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Audited Profit and Loss Account for the financial year ended on that date along with the reports of the Auditors and Directors thereon.**Resolution : **Ordinary business**

I/We Assent To The Resolution(For/ Yes/ Favour)	24548287.000
I/We Dissent To The Resolution(Against/ No)	0.000



Description : To declare dividend on equity shares.

I/We Assent To The Resolution(For/ Yes/ Favour)	24548287.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution : Ordinary business

Description : To appoint a Director in place of Mr. Vijay K Thadani (DIN 00042527), who retires by rotation and, being eligible, offers himself for re-appointment.

I/We Assent To The Resolution(For/ Yes/ Favour)	22098507.000
I/We Dissent To The Resolution(Against/ No)	2449730.000

Resolution : Ordinary business

Description : To appoint M/s Price Waterhouse, Chartered Accountant (Firm Registration No. FRN301112E), as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the twenty fifth AGM at such remuneration as shall be fixed by the Board of Directors.

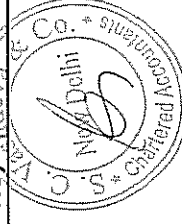
I/We Assent To The Resolution(For/ Yes/ Favour)	24547655.000
I/We Dissent To The Resolution(Against/ No)	582.000

Resolution : Special Business

Description : To approve amendment in existing Article 66 of the Articles of Association of the Company.

I/We Assent To The Resolution(For/ Yes/ Favour)	21786521.000
I/We Dissent To The Resolution(Against/ No)	2761766.000

Resolution : Special Business



Description : To re-appoint Mr. Rajendra S Pawar (DIN 00042516) as Chairman and Managing Director.

I/We Assent To The Resolution(For/ Yes/ Favour)	23250256.000
I/We Dissent To The Resolution(Against/ No)	1297971.000

Resolution : Special Business
Description : To re-appoint Mr. Arvind Thakur (DIN 00042534) as CEO and Jt. Managing Director.

I/We Assent To The Resolution(For/ Yes/ Favour)	23970751.000
I/We Dissent To The Resolution(Against/ No)	1178.000

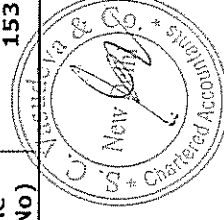
Resolution : Special Business
Description : To approve payment of minimum remuneration to Mr. Rajendra S Pawar (DIN 00042516), Chairman and Managing Director

I/We Assent To The Resolution(For/ Yes/ Favour)	24546759.000
I/We Dissent To The Resolution(Against/ No)	1378.000

Resolution : Special Business
Description : To approve payment of minimum remuneration to Mr. Arvind Thakur (DIN 00042534), CEO & Jt. Managing Director.

I/We Assent To The Resolution(For/ Yes/ Favour)	24546554.000
I/We Dissent To The Resolution(Against/ No)	1533.000

Resolution : Special Business



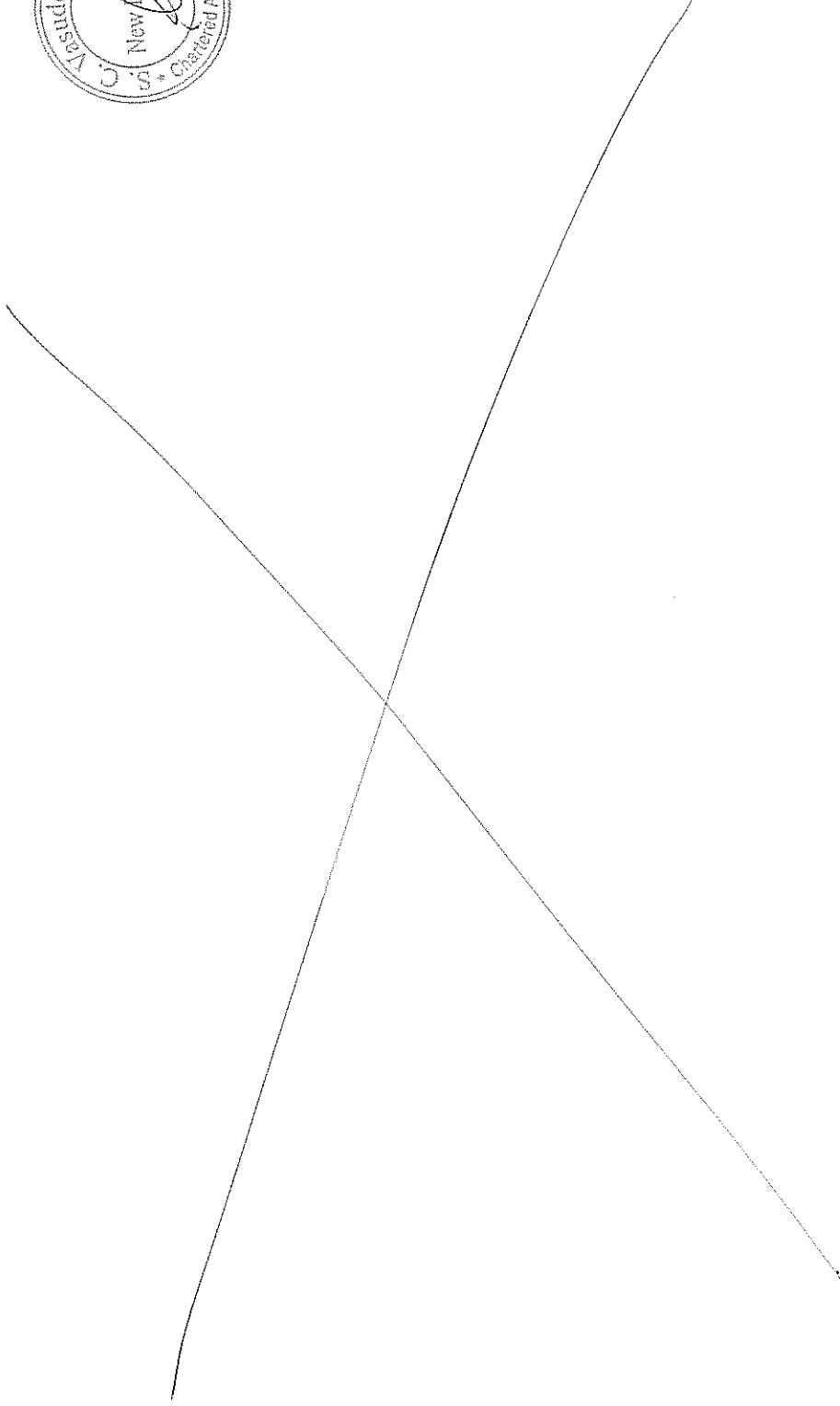
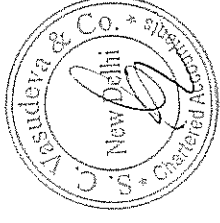
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Scrutinizer's Report

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

To,

The Chairman

22nd Annual General Meeting of the Equity Shareholders

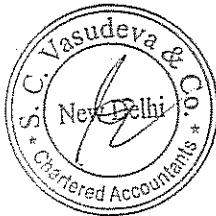
Of NIIT Technologies Limited.

Held on 7th day of July, 2014 at 9:00 a.m. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi 110074.

Dear Sir,

I, Abhinav Khosla, Partner of M/s. S. C. Vasudeva & Co., a Chartered Accountant Firm having its registered office at B – 41, Panchsheel Enclave, New Delhi – 110017, have been appointed as a Scrutinizer of NIIT Technologies Limited (“the Company”) for the purpose of the poll taken on the below mentioned resolution(s), at the 22nd Annual General Meeting of the Equity Shareholders of NIIT Technologies Limited, held on 7th day of July, 2014 at 9:00 a.m. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi 110074. We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, three ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. 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 papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



Other Offices

New Delhi

D-62, Panchsheel Enclave, New Delhi-110017

Tel: +91-11- 26497629 / 30 Fax: +91-11- 41749444

Ludhiana

B-XIX-220, Rani Jhansi Road, Near SBI Treasury Branch, Ghumar Mandi,

Ludhiana-141001, (Punjab) Tel: +91-161-2774527 Fax: +91-161-2771618

4. The result of the Poll is as under:

a) **Resolution 1 – To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Audited Profit and Loss Account for the financial year ended on that date along with the report of Auditors and Directors thereon.**

(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
179	16022200	100%

(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
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

b) **Resolution 2 - To declare 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
179	16022200	100%

(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
0	0	0



(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

c) **Resolution 3 - To appoint a Director in place of Mr. Vijay K Thadani (DIN 00042527), who retires by rotation and, being eligible, offers himself for re – appointment.**

(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
179	16022200	100%

(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
0	0	0

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

d) **Resolution 4 - To appoint M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. FRN 301112E), as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the twenty fifth AGM and at such remuneration as shall be fixed by the Board of Directors.**

(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
179	16022200	100%



(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

e) **Resolution 5 – To approve the amendment in existing Article 66 of the Articles of Association of the Company.**

(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
179	16022200	100%

(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.



f) **Resolution 6 – To re – appoint Mr. Rajendra S Pawar (DIN 00042516) as Chairman and Managing 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
179	16022200	100%

(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

g) **Resolution 7 – To re – appoint Mr. Arvind Thakur (DIN 00042534) as CEO and Jt. Managing 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
179	16022200	100%

(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
0	0	0



(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

h) Resolution 8 – To approve payment of minimum remuneration to Mr. Rajendra S Pawar (DIN 00042516), Chairman and Managing 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
179	16022200	100%

(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
0	0	0

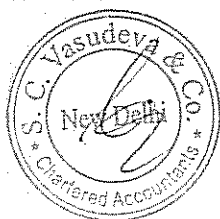
(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

i) Resolution 9 – To approve payment of minimum remuneration to Mr. Arvind Thakur, (DIN 00042534) CEO and Jt. Managing 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
179	16022200	100%



(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

j) **Resolution 10 – To approve payment of remuneration to Non – Executive directors.**

(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
179	16022200	100%

(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

k) **Resolution 11 – To appoint Mr. Surendra Singh (DIN 00003337) 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
179	16022200	100%



(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

I) Resolution 12 – To appoint Mr. Amit Sharma (DIN 00050254) 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
179	16022200	100%

(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.



m) Resolution 13 – To appoint Mr. Ashwani Puri (DIN 00160662) 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
179	16022200	100%

(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
28	1848.

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 faithfully,

For S.C. VASUDEVA & CO.

Abhinav Khosla

Membership No.: 087010

Partner, S.C. Vasudeva & Co.

Chartered Accountants

(FRN 000235N)



Place: New Delhi.

Dated: 07.07.2014