

Resolution No. 1:

To authorize the Board of Directors of the Company to secure the borrowings:

1.	Date of declaration of results of Postal Ballot/E-voting	Friday, March 13, 2015
2.	Total number of shareholders on the record date (i.e. Jan 23, 2015, the date of determining the voting rights of shareholders)	42941
3.	Mode of voting	E-Voting & Postal Ballot

The details of voting in respect of the **Resolution No.1** are as under:

Promoters/Public	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	18,848,118	18,848,118	100.00	18,848,118	0.00	100.00	0.00
Public-Institution Holders	28,912,632	26,138,708	90.40	26,138,708	0.00	100.00	0.00
Public - Others	13,242,924	3,885,402	29.33	3,878,545	6,857	99.99	0.01
TOTAL	61,003,674	48,872,228	80.11	48,865,371	6,857	99.99	0.01

RESULT: The above resolution is passed with requisite majority.



SCRUTINIZER'S REPORT

The Managing Director,
NIIT TECHNOLOGIES LIMITED
8, Balaji Estate, First Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi-110019

Subject: Passing of Resolution(s) through postal ballot under the provisions of Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof)

Dear Sir,

Please refer to your letter dated January 14, 2015, appointing us as a Scrutinizer for the purpose of ascertaining the result(s) of the below mentioned resolutions to be passed by means of Postal Ballot under the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof):

1. *To authorize the Board of Directors to secure the borrowings.*

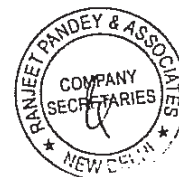
The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes, via M/s National Securities Depositories Limited (hereinafter referred to as the "NSDL"), on the designated website, www.evoting.nsdl.com.

We monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website. The particulars of all postal ballot forms received from the Members in physical form(s) have been entered in a separate Register maintained for the purpose. The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

All postal ballot forms received up to the close of working hours on March 12, 2015 at 6.00 p.m. were considered and all the envelopes containing postal ballot form received after the working hours on March 12, 2015 at 6.00 p.m. were not considered for the purpose of this report.

The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.

The paid up Share Capital of the Company as on March 13, 2015 was Rs. 61,04,48,990/- (Rupees Sixty One Crores Four Lakh Forty Eight Thousand and Nine hundred and Ninety Only) divided into 6,10,44,899 (Six Crore Ten Lacs-Forty Four Thousand Eight Hundred and Ninety Nine) Equity Shares of Rs. 10/- (Rupees Ten Only) each.



As per the information furnished to us by the Company and according to the scrutiny of Postal Ballot Forms received (through physical and electronic mode) from members of the Company, we hereby submit our report as under:

S. No.	Particulars	Date
1.	The date of determination of entitlement to receive Postal Ballot Forms.	January 23, 2015
2.	Date of completion of dispatch of Notice and other enclosures thereon together with Postal Ballot Form(s) and Business Reply Envelope.	February 10, 2015
3.	Date of Public Announcement with respect to completion of dispatch of Postal Ballot Forms in two newspapers: <ul style="list-style-type: none"> • The Business Standard (English daily) and • The Business Standard (Hindi daily) 	February 11, 2015 February 11, 2015
4.	Last date to receive the Postal Ballot Forms/E-Voting from members of the Company.	March 12, 2015

We report that, we have considered and taken on record the sealed envelopes containing postal ballot forms received at 8, Balaji Estate, First Floor, Guru Ravidas Marg, Kalkaji, New Delhi-110019, upto March 12, 2015 (upto 6:00 p.m.) and voting through e-voting facility by shareholders of the company upto March 12, 2015 (upto 6:00 p.m.).

The total numbers of envelopes received were **549 (Five Hundred Forty Nine)** containing **578 (Five Hundred and Seventy Eight)** Postal Ballot Forms.

The sealed envelopes were opened on **March 12, 2014** at our office at 574, 2nd Floor, Main Road, Chirag Delhi, New Delhi- 110017. Further, we did not find any defaced or mutilated Postal Ballot Form.

We further report that the signature verification in respect of these postal ballots has been verified at the office of Registrar and Transfer Agent (RTA) of the Company i.e. M/s Alankit Assignments Limited.

Brief summary containing details of postal ballot(s):

➤ Postal ballot forms dispatched and received:

1.	Total number of Postal Ballot Forms issued (emailed and dispatched)	42941
2.	Total number of Postal Ballot Forms received	578
3.	Total number of Shareholders who have exercised e-voting facility	378



➤ Postal ballot forms/e-voting received, found valid for Resolution No. (1):

	Particulars	In terms of Number of Postal Ballot Form	In terms of Number of Shares
Physical Mode:			
1.	Total Postal Ballot Forms received:	578	9,46,117
2.	Less: Invalid Postal Ballot Forms	40	3,321
3.	Net Valid Postal Ballot Forms (A)	538	9,42,796
Electronic Mode:			
4.	Total e-voting done:	378	4,79,29,432
5.	Less: Invalid e- voting	Nil	Nil
6.	Net Valid e-voting (B)	378	4,79,29,432
	Total Net Valid Postal Ballot in physical and voting through electronic mode (A+B)	916	4,88,72,228

We further report that, following are the details of voting in respect of the resolution:

	Resolutions	Votes in assent		Votes in dissent		Remark
		Number	%	Number	%	
1.	To authorize the Board of Directors to secure the borrowings. (Special Resolution)	4,88,65,371	99.99	6,857	0.01	More than ¾ of the shareholders have assented for the resolution

The Postal Ballot Forms and all other related records are kept in our custody and shall be handed over to **Ms. Pratibha Advani, Chief Financial Officer**, who is authorized by the Board to supervise the Postal Ballot process, after submission of the minutes of the proceedings of the meeting in which the result will be declared.

The voting has been reckoned in proportion to a member's share of the paid up equity share

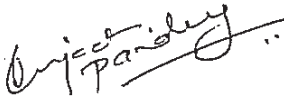
**Ranjeet Pandey & Associates
Company Secretaries**

capital of the Company as on January 23, 2015. Since, the number(s) of vote(s) cast by the members of Company in favour of the resolution is as per the requirement of the Companies Act, the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof), we hereby report that the above said resolutions duly passed with requisite majority. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,

**FOR RANJEET PANDEY & ASSOCIATES
COMPANY SECRETARIES**



**CS RANJEET PANDEY
SCRUTINIZER**



**Place: New Delhi
Date: 13/03/2015**