

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
**23rd Annual General Meeting of the Equity shareholders
Of NIIT Technologies Limited**
Held on **3rd 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 **23rd Annual General Meeting of the equity shareholders of NIIT Technologies Limited held on 3rd 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: 3rd August, 2015