

**June 15, 2020**

The Secretary  
**BSE Limited**  
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/Madam,

**Sub: Intimation of voting results of Postal Ballot as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended**

This is further to our intimation dated May 05, 2020 wherein it was informed that the Board of Directors of NIIT Technologies Limited (the "**Company**") has approved the name change of the Company from 'NIIT Technologies Limited' to 'COFORGE Limited' and alteration in Memorandum and Articles of Association of the Company to bring it in line with the provisions of the Companies Act, 2013, subject to the approval of the shareholders by way of a postal ballot and such other approvals, permissions and sanctions as may be necessary from time to time.

The Company has also informed vide its letter dated May 16, 2020 that in compliance with the provisions of General Circular No 14/2020 dated April 08, 2020 and General Circular No 17/2020 dated April 13, 2020 ("MCA Circulars") issued by Ministry of Corporate Affairs and due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company sent Postal Ballot Notice in electronic form only on May 15, 2020 to all the members whose names appear in the Register of Members/Record of Depositories as on Friday, May 08, 2020, being the cut-off date for that Purpose.

We wish to inform you that, in compliance with applicable Regulations of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended and other applicable laws, the shareholders of the Company have approved all three Special Resolutions for the aforesaid matters by requisite majority on June 14, 2020, through remote e-voting postal ballot process as set out in the postal ballot notice.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, details of the voting results of the Postal Ballot conducted on June 14, 2020 are enclosed in the prescribed format alongwith the Scrutinizer Report on remote e-voting postal ballot as received by the Company.

Please note that the aforesaid results are also available on the website of the Company [www.niit-tech.com](http://www.niit-tech.com) and National Securities Depositories Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly take this on record and acknowledge receipt.

Thanking you,

For **NIIT Technologies Limited**

  
**Lalit Kumar Sharma**  
**Company Secretary & Legal Counsel**  
**Encl: As above**

**NIIT Technologies Ltd.**

**Report of Scrutinizer**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman / Authorized Person

**NIIT Technologies Limited**  
8, Balaji Estate, First Floor,  
Guru Ravidas Marg, Kalkaji,  
New Delhi – 110 019

**Subject: Scrutinizer's Report on Postal Ballot Results (remote e-voting) conducted as per the relevant provisions of the Companies Act, 2013**

Dear Sir,

The Board of Directors of NIIT Technologies Limited (the "Company") appointed us, M/s. Nityanand Singh & Co., Company Secretaries, having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029 as the Scrutinizer for the purpose of monitoring the e-voting process, scrutinizing the votes casted and ascertaining the results thereof and report to the Chairman, as per Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with MCA General Circular No 14/2020 dated April 08, 2020 and General Circular No.17 /2020 dated 13th April, 2020 ("Circulars") and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution as mentioned in the Notice of Postal Ballot dated May 05<sup>th</sup>, 2020, in a fair and transparent manner.

Further, due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in accordance with the relaxation give vide above-referred Circulars the members have casted their votes electronically only.

- (i) The Company Secretary had, in pursuance to Section 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, vide Postal Ballot Notice dated May 05<sup>th</sup>, 2020, circulated to the members the following Resolutions in electronic form for their approval:



S. No.	Type of Resolution	Resolution Description
1	Special Resolution	To consider and approve the change in name of the company.
2	Special Resolution	Alteration in the Memorandum of Association of the company.
3	Special Resolution	Alteration in the Articles of Association of the company.

In the above matters, we hereby submit our Report as under:

- i. The Company completed the service of postal ballot notice along with required documents, through emails, on May 15, 2020 to its Members, whose names appeared in the Register of Members of the Company or the list of beneficial owners, as received from the Registrar and Share Transfer Agent of the Company ('RTA') /National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on May 08<sup>th</sup>, 2020 ("Cut-off date").
- ii. The members holding shares as on the Cut-off date i.e May 08<sup>th</sup>, 2020 were entitled to vote on the resolutions stated in Notice of the Postal Ballot and as on cut-off date the Company had 40,036 members and the notices through email were served to 31,503 of Members as on 15 May 2020.
- iii. The Members not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent or the Company, were given special facility to get their email ID registered to receive the Notice electronically and participate in remote e-voting process
- iv. The members of the Company were required to vote through 'remote e-voting' facility provided on the designated website '[www.evoting.nsd.com](http://www.evoting.nsd.com)' of NSDL.
- v. The remote e-voting period commenced on May 16<sup>th</sup>, 2020 at 09:00 AM (IST) and completed on June 14<sup>th</sup>, 2020 at 05:00 PM (IST).
- vi. I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- vii. The remote e-voting system was un-block at 05:04 P.M (IST) on June 14<sup>th</sup>, 2020 (IST) in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure-I
- viii. The particulars of votes cast through remote e-voting have been entered in registers maintained separately for this purpose





Based on the scrutiny the summary of the results of remote e-voting is as under:-

**1) Special Resolution to consider and approve the change in the name of the company**

A. Summary of votes cast through remote e-voting in favour and against the Special Resolution is as under:

S. No.	Particulars	No. of members who cast valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	287	5,41,97,761	99.998
2	Total number of votes cast against the Resolution	21	953	0.002
<b>Total</b>		<b>308</b>	<b>5,41,98,714</b>	<b>100</b>

**2) Special Resolution for Alteration in the Memorandum of Association of the company**

B. Summary of votes cast through remote e-voting in favour and against the Special Resolution is as under:

S. No.	Particulars	No. of members who cast valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	284	5,41,97,658	99.998
2	Total number of votes cast against the Resolution	21	627	0.002
<b>Total</b>		<b>305</b>	<b>5,41,98,285</b>	<b>100</b>

**3) Special Resolution for Alteration in the Articles of Association of the company.**

C. Summary of votes cast through remote e-voting in favour and against the Special Resolution is as under:

S. No.	Particulars	No. of members who cast valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	271	5,36,68,284	99.022
2	Total number of votes cast against the Resolution	35	5,30,005	0.978
<b>Total</b>		<b>306</b>	<b>5,41,98,289</b>	<b>100</b>



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

The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are enclosed with this report as an Annexure II.

Thanking you,  
Yours truly

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

*M. Singh*  

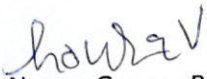

**Nityanand Singh (Prop.)  
C.P. No.: 2388  
Membership No.: 2668  
UDIN: F002668B000342183**

Place: New Delhi  
Date: 15-06-2020

**Annexure-I**

1. The e-votes cast through remote e-voting on resolution stated in the notice for postal ballot of **NIIT Technologies Limited (CIN: L65993DL1992PLC048753)** which ended on 14<sup>th</sup> June, 2020 at 05:04 P.M were unblocked in our presence.
2. We are not in the employment of the Company.

Witness:



Name: Gourav Batra

Address: Hosue no 219, Near Old post office  
Bahadurgarh-124507



Name: Ram Niwas

Address: 16A, Qutub Vihar PH-1,  
Goyla Dairy, New Delhi-110071



Place: New Delhi

Date: 15-06-2020



Annexure-II  
NIIT Technologies Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of declaration of the results of Postal Ballot	June 15, 2020
Total number of shareholders as on the Cut-Off date	40,036
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable

**Resolution 1:** Special Resolution to consider and approve the change in Name of the company

**Resolution required :** Special Resolution

**Whether Promoter/ Promoter Group interested in the agenda/ resolution:** Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

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
Promoter and Promoter Group	Remote e-voting	43,807,297	43,807,297	100.00	43,807,297	-	100.00	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>43,807,297</b>	<b>43,807,297</b>	<b>100.00</b>	<b>43,807,297</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	12,991,057	10,383,917	79.93	10,383,917	-	100.00	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>12,991,057</b>	<b>10,383,917</b>	<b>79.93</b>	<b>10,383,917</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Others	Remote e-voting	5,696,205	7,500	0.13	6,547	953	87.29	12.71
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	<b>5,696,205</b>	<b>7,500</b>	<b>0.13</b>	<b>6,547</b>	<b>953</b>	<b>87.29</b>	<b>12.71</b>
<b>Grand Total</b>		<b>62,494,559</b>	<b>54,198,714</b>	<b>86.73</b>	<b>54,197,761</b>	<b>953</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 2:** Special Resolution for alteration in the Memorandum and Association of the company

**Resolution required :**Special Resolution

**Whether Promoter/ Promoter Group Interested in the agenda/ resolution :** Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

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)*10
Promoter and Promoter Group	Remote e-voting	43,807,297	43,807,297	100.00	43,807,297	-	100.00	-
	Postal Ballot							
	<b>Total</b>	<b>43,807,297</b>	<b>43,807,297</b>	<b>100.00</b>	<b>43,807,297</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	12,991,057	10,383,917	79.93	10,383,917	-	100.00	-
	Postal Ballot							
	<b>Total</b>	<b>12,991,057</b>	<b>10,383,917</b>	<b>79.93</b>	<b>10,383,917</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Others	Remote e-voting	5,696,205	7,071	0.12	6,444	627	91.13	8.87
	Postal Ballot							
	<b>Total</b>	<b>5,696,205</b>	<b>7,071</b>	<b>0.12</b>	<b>6,444</b>	<b>627</b>	<b>91.13</b>	<b>8.87</b>
<b>Grand Total</b>		<b>62,494,559</b>	<b>54,198,285</b>	<b>86.72</b>	<b>54,197,658</b>	<b>627</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 3:** Special Resolution for alteration in the Articles of Association of the company

**Resolution required :**Special Resolution

**Whether Promoter/ Promoter Group Interested in the agenda/ resolution :** Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

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)*10
Promoter and Promoter Group	Remote e-voting	43,807,297	43,807,297	100.00	43,807,297	-	100.00	-
	Postal Ballot							
	<b>Total</b>	<b>43,807,297</b>	<b>43,807,297</b>	<b>100.00</b>	<b>43,807,297</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutional holders	Remote e-voting	12,991,057	10,383,917	79.93	9,854,522	529,395	94.90	5.10
	Postal Ballot							
	<b>Total</b>	<b>12,991,057</b>	<b>10,383,917</b>	<b>79.93</b>	<b>9,854,522</b>	<b>529,395</b>	<b>94.90</b>	<b>5.10</b>
Public- Others	Remote e-voting	5,696,205	7,075	0.12	6,465	610	91.38	8.62
	Postal Ballot							
	<b>Total</b>	<b>5,696,205</b>	<b>7,075</b>	<b>0.12</b>	<b>6,465</b>	<b>610</b>	<b>91.38</b>	<b>8.62</b>
<b>Grand Total</b>		<b>62,494,559</b>	<b>54,198,289</b>	<b>86.72</b>	<b>53,668,284</b>	<b>530,005</b>	<b>99.02</b>	<b>0.98</b>

\*Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in accordance with the relaxation given wide referred Circulars the members have casted their votes electronically only

