

MINUTE BOOK

MINUTES OF PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) OF NIIT LIMITED ON SATURDAY, JANUARY 31, 2015 AT 5:00 P.M. AT REGISTERED OFFICE AT 8, BALAJI ESTATE, FIRST FLOOR, GURU RAVI DAS MARG, KALKAJI NEW DELHI - 110019.

PRESENT:

- | | |
|-------------------------|--------------------------------|
| 1. Mr. Rajendra S Pawar | : Chairman & Managing Director |
| 2. Mr. Nityanand Singh | : Scrutinizer |
| 3. Mr. Rajesh Arora | : Company Secretary |

Mr. Rajendra S Pawar, Chairman of the meeting informed that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules 2014, a Postal Ballot notice dated December 15, 2014 (with Postal Ballot Form) was sent to the Shareholders of the Company for their assent or dissent on the following items:

- a) To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 Crores, which may exceed the aggregate of paid up share capital and free reserves of the Company;
- b) To authorize the Board of Directors of the Company to secure the borrowings; and
- c) To authorize the Board of Directors to make investments or give loans / guarantees or provide securities in connection with a loan.

The Board of Directors in their meeting held on December 15, 2014 had approved the said notice and appointed Mr. Nityanand Singh, a practicing Company Secretary as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Company, pursuant to the Companies (Management and Administration) Rules 2014, had provided e-voting facility to its members to exercise their votes electronically. The e-voting portal of NSDL for voting purpose was remained open from December 30, 2014 (9:00 A.M) to January 28, 2015 (6:00 P.M), thereafter the same was disabled.

The scrutinizer after carrying out the scrutiny of postal ballot received together with results of e-voting upto the 6:00 P.M. on January 28, 2015 submitted a consolidated Report on voting (Postal Ballot + E-voting) on January 31, 2015 as under:

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Item No. 1

Resolution No.1: To authorize the Board of Directors to borrow the funds upto an amount of Rs. 500 Crores, which may exceed the aggregate of paid up share capital and free reserves of the Company.

Particulars	No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a) Total postal ballot forms received / e-votes cast	1158	79420485	-
(b) Less: No. of invalid postal ballot forms / E-votes	82	2828886	-
(c) Net valid number of votes cast through postal ballot forms/ E-votes	1076	76591599	-
(d) Total number of votes cast in favour of Special Resolution	989	79637805	99.88%
(e) Total number of votes cast against the Special Resolution	87	89605	0.12%

The following Special Resolution was passed:

“RESOLVED THAT in supersession of earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company including any Committee thereof (hereinafter referred to as “the Board”) to borrow such sum of money, as may be considered fit for the purpose of the business of the Company, from time to time, in one or more tranches, which together with the money(ies) already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Bankers / financial institutions etc. in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of the Company, provided however that the total borrowings of the Company at any point of time and outstanding shall not exceed Rs. 500 Crores.

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[Handwritten Signature]

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary".

Item No. 2

Resolution No. 2: To authorize the Board of Directors to secure the borrowings.			
Particulars	No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a) Total postal ballot forms received / e-votes cast	1159	82244555	-
(b) Less: No. of invalid postal ballot forms / E-votes	102	2836838	-
(c) Net valid number of votes cast through postal ballot forms/ E-votes	1057	79407717	-
(d) Total number of votes cast in favour of Special Resolution	974	79319615	99.89%
(e) Total number of votes cast against the Special Resolution	113	88102	0.11%

The following Special Resolution was passed:

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") for mortgaging / charging / hypothecating the movable or immovable properties of the Company, both present and future, or on the whole or substantially the whole of the undertaking(s) of the Company in such form and manner as the Board of Directors may deem fit, for securing loan(s) and /or advances obtained or that may be obtained from any financial institutions / Banks together with interest,

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costs, charges and expenses payable by the Company to the concerned lenders and for the purpose of securing the securities (if they comprise of fully / partly secured convertible Debentures and /or secured Non-Convertible Debenture or any other secured debt instrument) together with interest, remuneration of the Trustees, Premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the Trust Deed /other documents, to be finalized and executed between the Company and the Trustees / Lenders and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Trustees / Lenders, upto a value of and within the overall borrowing limit of Rs. 500 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary".

Item No. 3

Resolution No. 3: To authorize the Board of Directors to make investments or give loans / guarantees or provide securities in connection with a loan.

Particulars	No. of postal ballot forms received / E-votes cast	Total No. of equity shares for ballot papers received / E-votes cast	% of No. of equity shares representing net valid postal ballot forms /E-votes (as per (c) below).
(a) Total postal ballot forms received / e-votes cast	1160	81524495	-
(b) Less: No. of invalid postal ballot forms / E-votes	102	2837238	-
(c) Net valid number of votes cast through postal ballot forms/ E-votes	1058	78687257	-
(d) Total number of votes cast in favour of Special Resolution	960	72831460	92.56%
(e) Total number of votes cast against the Special Resolution	98	5855797	7.44%

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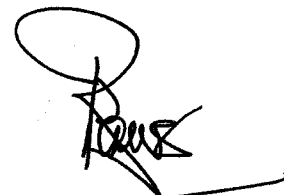
The following Special Resolution was passed:

"RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions of the Companies Act, 2013 read with relevant Rules thereof (including and statutory modification or re-enactment thereof for the time being in force) and such other approvals, consents, sanctions, permissions as may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to make loan and /or investment or provide any guarantee /security or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, on such terms and conditions as may be decided by the Board upto a maximum amount of Rs. 250 Crores notwithstanding that the aggregate amount of all the loans/investments/securities/investments so far made together with the proposed loans/guarantees/securities/investments to be made, exceed the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary".

Based on Scrutinizer's report, the Chairman announced the result of Postal Ballot and also announced that the Special Resolutions as set out in the Postal Ballot Notice dated December 15, 2014 have been duly passed by the Shareholders of the Company with requisite majority.

Date of entry in minutes book: February 27, 2015
Date: February 27, 2015
Place: New Delhi


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