

NIIT Limited

85, Sector 32 Institutional Gurgaon 122 001, India Tel: +91 (124) 4293000 Fax: +91 (124) 4293333 Email: info@niit.com

Registered Office: 8, Balaji Estate, First Floor Guru Ravi Das Marg, Kalkaji New Delhi 110 019, India CIN: L74899DL1981PLC015865

www.niit.com

August 3, 2016

The Manager
 National Stock Exchange of India Ltd.

Listing Department Exchange Plaza 5th Floor, Plot no C/1, G Block Bandra Kurla Complex Bandra (E),Mumbai – 400 051 Fax No.: 022-26598237, 26598238 The Manager BSE Limited

> Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Fax no: 022-22722082, 22723121

Sub: Details of Voting Results of the 33rd Annual General Meeting of the Company as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the Voting Results of the 33rdAnnual General Meeting (AGM) of the Company held on Monday, August 1, 2016, at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi-110074, are enclosed in the prescribed format.

Further, we are also enclosing the Consolidated Scrutinizer's Report on e-voting and voting through ballot paper.

The above are also uploaded on Company's website.

Please take note of the above and acknowledge the receipt.

Thanking you,

Yours truly,

For NIIT Limited

Deepak Bansal Company Secretary

Encl: a/a

NIIT Limited

Regd Office : 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019

Summary of Voting Results of 33rd Annual General Meeting (AGM) Date of Declaration of Result - 03-08-2016

Date of AGM/EGM	5			V-000 00		01.08.2016	area.	
Total muchan of c	O no se supporte se on D	Total number of chareholders as on Darond Data(not off date (i.e. hilv 35	JC white fire July 35			د//٩/		
	naicitolideis as dii n	יברסות השוב/בתו-חון	10. 11. 11. 11. 12. 12. 12. 12. 12. 12. 12					
ZUIO, the date of	determining the vot	2016, the date of determining the voting rights of shareholders)	olders	3552		200	90	
No. of shareholde	rs present in the me	No. of shareholders present in the meeting either in person or through	on or through					
proxy:								
Promoters and Promoter Group	omoter Group		135			8	32.3	77
Public (including others)	others)					317		
	00 00 00 10 10 10 10 10 10 10 10 10 10 10 10 10 10 10 10 1		With the second					•
No. of Shareholds	ers attended the me	No. of Shareholders attended the meeting through video Conferencing	Conterencing			NOT Applicable		
Promoters and Promoter Group	omoter Group					Not Applicable		
Public (including others)	others)	Application.	200		Z. E. S.	Not Applicable		
Agenda wise disc	osure (to be disclos	Agenda wise disclosure (to be disclosed separately for each agenda item	ach agenda item)					
Resolution No. 1			The state of the s	Adoption of:				
				a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016	Statements of the C	Company for the Fir	nancial Year ended Mar	rch 31, 2016
				together with the Reports of the Auditors and Directors thereon.	ts of the Auditors a	nd Directors therec	ï.	M
				b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March	sted Financial State	ments of the Comp	any for the Financial Ye	sar ended March
				31, 2016 together with the Report of the Auditors thereon	he Report of the Au	ditors thereon		
Resolution require	Resolution required: (Ordinary/ Spec	clat)		Ordinary Resolution		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	3 3 3	
			で 20 20 20 20 20 20 20 20 20 20 20 20 20			ė.		
Whether promoter/	Whether promoter/promoter group a apenda/resolution?	are interested in the	Nov	C				- soite-
Para land	Bands of Marian	10 of Change		of activates and and on	Also of motors in	No of Votor	at me waters in favorite	at of untag
Category	Simon to apply	NO. OF SHALES	No. Of Votes	A OI VOICES PORCEU OII	former (4)	actions (E)	thought applied (6)	and the states
		T Dead	bonea (z)	outstanding snares	(*) DOAP!	dgallist (2)	on works police (b)	against on votes
				(3) = [(7)/(7)] +100			= [(4)/(5)]-100	= (/) pallod
								[(5]/(5)]*100
	E-voting		56473335	100.00	56473335	O	100.00	00:00
Promoter and	Poll*		0	00:00		0	00.0	0.00
Promoter Group	Postal Ballot	204/3332	0	00:0	0	0	00:0	0.00
	Total		56473335	100.00	56473335	0	100.00	00:00
	E-voting		30721198	82.04	30721198	0	100.00	00:0
Public	Poll*	77447700	0	00:00	0	0	00:0	0.00
Institutions	Postal Ballot	3/443393	0	00:0	0	0	00:0	00:00
	Total		30721198	82.04	30721198	0	100.00	0.00
	E-voting		1568329	2.19	120121	5/11	99.93	0.07
Public Non	Poll*	71610005	125473	0.18	125473	0	11	0.00
Institutions	Postal Ballot	COCOTOT /	0	00:0	0	0	00:00	0.00
3	Total		1693802	2.37	į	1175		
Total		165529833	88888335	53.70	88887160	1175	100.00	00:0
		• • • • • • • • • • • • • • • • • • • •	A STANDARD S					

Result: Resolution passed with requisite majority

Resolution No. 2				Appointment of a Director in place of Mr. Rajendra S Pawar (DIN: 00042516), who retires by rotation and being eligible, offers himself for re-appointment	or in place of Mr. Ra shimself for re-appo	ajendra S Pawar (I Dintment	JIN: 00042516), who ret	ires by rotation
Resolution require	Resolution required : (Ordinary/ Special)	ial)		Ordinary Resolution	- 110			
Whether promote	Whether promoter/promoter group are interested in the	are interested in the						
agenda/resolution?	~			Yes. Rajendra S Pawar is interested in this item, as it relates to his appointment	interested in this it	em, as it relates to	o his appointment	
Category	Mode of Voting	No. of Shares	No. of votes	% of votes polled on	No. of votes in	No. of Votes	% of votes in favour	our % of votes
	ų-ū	held (1)	bolled (2)	(3) = [(2)/(1)]*100	ravour (4)	dgainst (5)	- 5	polled (7) =
Į.		30		0.00				[(5)/(5)]*100
	E-voting		55888482	96.86	55888482)	0 100.00	0.00
Promoter and	Poll*		0	00:0	0)	0.00	00:0
Promoter Group		564/3335	0	00:0	0	ς	0.00	0.00
1 0			55888482	98.96	55888482	•	0 100.00	0.00
	E-voting		30721198	82.04	29912601	808597	7.572	2.63
Public	Poll*		0	00:0	0		00:0	0.00
Institutions	Postal Ballot	37445593	0	ar ©	0		00:00	0.00
	Total		30721198	82.04	29912601	808597	97.37	2.63
	E-voting		1568374	2.19	1565007	3367	7 99.79	0.21
Public Non	Poll*	10000	125473	0.18	125473		0 100.00	0.00
Institutions	Postal Ballot	cosotor/	0	00:00	0	0	0.00	0.00
	Total	•	1693847	2.37	1690480	3367	7 99.80	0.20
Total		165529833	88303527	53.35	87491563	811964	\$ 99.08	0.92

repromoted : (Ordinary/ Special) Ordinary Resolution No. of votes polled on the promoter/ promoter group are interested in the promoter/ promoter group are interested in the performance group are interested in the performance group are interested in the performance group are group. No. of votes polled on the performance group are group are group are group. No. of votes in favour (4) against (5) an votes polled (6) against (6) a	Resolution No. 3	te.	W.		Ratification of the appointment of M/s Price Waterhouse, Chartered Accountants, (Firm Registration No. FRN301112E), as Statutory Auditors of the Company	ntment of M/s Price tutory Auditors of tl	: Waterhouse, Cha ne Company	rtered Accountants, (Firm Registration
Promoter group are interested in the No. of Voties in No. of Shares No. of votes polled on voting shares No. of votes in Account (4) against (5) an votes in favour (4) against (5) an votes in favour (6) against (5) an votes polled (6) an votes polled (6) against (6) against (6) an votes polled (6) against (6) against (6) against (6) and votes polled (6) against (6) against (6) and votes polled (6) against (6) against (6) against (6) against (6) and votes polled (6) against	Resolution require	ed: (Ordinary/ Spec	(jal)		Ordinary Resolution				
Mode of Voting No. of shares % of votes polled on voting No. of votes polled on voting No. of votes in favour (4) No. of votes in favour (4) Against (5) on votes polled (6) Invoting Invoting <t< th=""><th>Whether promote</th><th>er/promoter group a</th><th>are interested in the</th><th></th><th></th><th>8</th><th></th><th></th><th>d .</th></t<>	Whether promote	er/promoter group a	are interested in the			8			d .
Mode of Voting No. of Shares No. of votes % of votes polled on utstanding shares No. of votes in avour (4) against (5) an votes polled (6) against	agenda/resolution	n?			No				
E-voting S6473335 100.00 56473335 0 0 Postal Ballot 56473335 0 0.00 0 0 Postal Ballot 56473335 100.00 56473335 0 1 E-voting 30721198 82.04 30721198 0 1 Postal Ballot 37445593 0 0.00 0 0 0 Postal Ballot 1568374 2.19 1562240 8134 1 E-voting 1568374 0.00 0 0 0 0 Postal Ballot 1693847 2.39 1563240 8134 1 Postal Ballot 1693847 2.37 1688713 0 0 Total 1693847 2.37 1688713 8134 1	Category		No. of Shares held (1)	No. of vates polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	2 2	% of votes against on votes polted (7) = [(5]/(2)]*100
Postal Ballot S6473335	e T	E-voting		56473335		56473335	0		00:0
Postal Ballot S6473335	Promoter and	Poll*			25	0	0	00:00	00:00
Total 56473335 100.00 56473335 0 1 E-voting 30721198 82.04 30721198 0 1 Postal Ballot 37445593 0 0.00 0	Promoter Group		56473335	0		0	0		00:0
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tions Postal Ballot 3/445593 0 0.00 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 1 1 1 1 0 1<	Public	Poll*			00:00	0	0	× .	00:0
Total 30721198 82.04 30721198 0 1 E-voting 1.568374 2.19 1.560240 8134 1 c Non Poll* 71610905 1.25473 0.18 1.25473 0 1 Total Postal Ballot 1.693847 2.37 1.685713 8134 1 Total 1.65570833 88888380 53.70 88880246 8134	Institutions	Postal Ballot	3/445593	0		0	0		00:0
c Non Poll* F-voting 156373 2.19 156,240 8134 c Non Poll* 7161090S 125473 0.18 125473 0 1 utions Total Postal Ballot 1693847 2.37 1685713 8134 Total 165570833 88888380 53.70 88880246 8134		Total		30721198			0	100:00	0.0
t Non Poll* 71610905 125473 0.18 125473 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		E-voting		1568374		an Sa	8134	8	0.5
utions Postal Ballot /1b10305 0 0.00 0.00 0 Total 1693847 2.37 1685713 8134 165570833 88888380 53.70 88880246 8134	Public Non	Poll*	1				0		0.00
Total 1693847 2.37 1685713 8134 164570833 88888380 88880246 8134	Institutions	Postal Ballot	/1610505			0	0	0.00	00:00
165579833 8888386 53.70 88880246 8134		Total		1693847			8134		0.48
	Total		165529833	88883380	53.70	88880246	8134		0.01

Result : Resolution passed with requisite majority

Resolution No. 4				Ratification of remuneration of Cost Auditors	tion of Cost Audito	٤		
Resolution require	Resolution required : (Ordinary/ Specia	(al)		Ordinary Resolution				3
Whether promote	Whether promoter/promoter group ar	ire interested in the						
ageilua/resolution:				2				
Category	Mode of Voting	No. of Shares	No. of votes	% of votes polled on	No. of votes in	No. of Votes	% of votes in favour	% of votes
		held (1)	polled (2)	outstanding shares (3) = [(2)/(1)]*100	favour (4)	against (5)	on votes polled (6) = [(4)/(2)]*100	against on votes polled (7) =
	3 50							[(5)/(5)]
	E-voting		56473335	100.00	56473335	0	100.00	0.00
Promoter and	Poll*	20001733	0	00'0	0	0	00:0	00:00
Promoter Group	Postal Ballot	2000/400	0	00:0	0	0	00:0	00:0
	Total		56473335	100.00	56473335	0	00:001	00'0
	E-voting		30721198	82.04	30721198	0	100.00	00:0
Public	Poll*	27445503	0	00:0	0	0	0.00	00:0
nstitutions	Postal Ballot	CCEC##/C	0	00:0	0	0	00:00	00:0
	Total		30721198	82.04	30721198	J	0 100.00	00'0
	E-voting		1568329	5.19	1559745	8584	1 99.45	0.55
Public Non	*IIOH	7151000E	125473	0.18	125473	0	100.00	00:0
Institutions	Postal Ballot	COCOTOTY	0	00:00	0	0	0.00	00.00
	Total		1693802	18.5	1685218	8284	69.49	15.0
Total		165529833	88888335	23.70	88879751	8584	99.99	10.0
esult : Resoluti	Result: Resolution passed with requisite majority	quisite majority					2	
Voting through Bc	* Voting through Ballot Paper at AGM Venu	nue						<

Place : Gurgaon Date : August 3, 2016

Deepak Bansal Company Secretary For NIIT Limited



Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

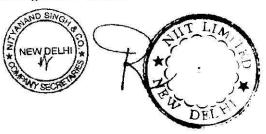
To,
The Chairman

33rd Annual General Meeting of the Equity shareholders
Of NIIT Limited
Held on 1st Day of August, 2016 at 10:00 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., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of NIIT Limited for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per 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 33rd Annual General Meeting of the equity shareholders of NIIT Limited held on 1st Day of August, 2016 at 10:00 A.M. at Mapple Exotica, Khasra No.123, Chhatarpur Mandir Road, Satbari, New Delhi-110074, submit our report as under:

- The E-voting commenced on Thursday, 28th July, 2016 (9:00 am) and ended on Sunday, 31st July, 2016 (5:00 pm)
- The Shareholders holding shares as on the "cut off" date i.e. 25th July, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 4) as set out in the Notice dated 10th May, 2016 of the 33rd Annual General Meeting of NIIT Limited.



The votes were unblocked on 1stDay of August, 2016at around 10:51 A.M. in the presence of two witnesses, Ms. Gurmeet Kaur, 28B, Zamrudpur, New Delhi – 110048 and Mr. Rajesh Singh R/o. A-77, Chander Vihar, I.P. Extension, Delhi-110092 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Raiesh Singh

- 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 (URL: https://www.evoting.nsdl.com)
- 4. The result of the E-voting is as under:

Ordinary Business

- a) Resolution 1-To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Auditors and the Directors thereon. (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.
- (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system		
156	88761687	99.9986

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	o av a	% of total number of valid votes cast
2	1175	0.0014





(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- b) Resolution 2 To appoint a director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and being eligible, offers himself for reappointment.
- (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
152	87366090	99.0792

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	At 22 Accountances	% of total number of valid votes cast
4	811964	0.9208

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





- c) Resolution 3 To ratify the appointment of M/s Price Waterhouse, Chartered Accountant (FRN: 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration.
- (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
152	88754773	99.9908

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	8134	0.0092

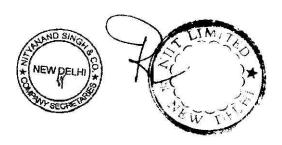
(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Special Business

- d) Resolution 4 To ratify the remuneration of Cost Auditor
- (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
153	88754278	99.9903



Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	8584	0.0097

(iii) Invalid votes:

Total number of votes cast by them
NIL

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 thereafter the same shall be handed over to the Company Secretary of NIIT Limited for safe keeping.

For NIIT

Thanking you, Yours Sincerely,

For Nityanand Singh & Co.

(Company Secretaries)

Nityanand Singh (Propy SEC)

C.P. No.: 2388

Membership No.: 2668

Place: New Delhi

Dated: 2nd August, 2016



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

33rd Annual General Meeting of the Equity shareholders
Of NIIT Limited
Held on 1st Day of August, 2016 at 10:00 A.M. at
Mapple Exotica, Khasra No.123,
Chhatarpur Mandir Road,
Satbari, New Delhi-110074

Dear Sir,

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 Voting through Ballot Paper on the below mentioned resolution(s), at the 33rd Annual General Meeting of the equity shareholders of NIIT Limited held on 1st Day of August, 2016 at 10:00 A.M. at Mapple Exotica, Khasra No.123, Chhatarpur Mandir Road, Satbari, New Delhi-110074, submit my report as under:

- After the time fixed for closing of the Voting through Ballot Paper by the Chairman, two ballot boxes kept for Voting through Ballot Paper were locked in my presence with due identification marks placed by me.
- 2. The locked ballot boxes were subsequently opened after closing of Voting, in my presence and Ballot papers were diligently scrutinized. The Ballot 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.

NEMOETH

HO: 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi 10029 | T: 011-26713700/4)
EO: 73. GF, Amberhai Extension-1, Dwarka Sector-19, New Delhi- 110075: T: 011-42430736
E: officenos@gmail.com | Info@nnsandcc.com | W: www.nnsandcc.com

- 3. The 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 Voting through Ballot Paper is as under:

Ordinary Business:

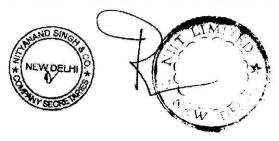
- a) Resolution 1-To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Auditors and the Directors thereon. (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	The state of the s	% of total number of valid votes cast
187	125473	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
NIL	NIL	NIL

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	10

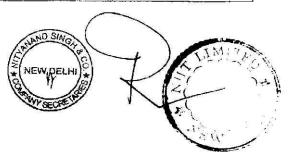


- b) Resolution 2 -To appoint a director in place of Mr.Rajendra 5 Pawar (DIN 00042516), who retires by rotation and being eligible, offers himself for reappointment.
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
187	125473	100

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valld votes cast
NIL	NIL	NIL

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	10

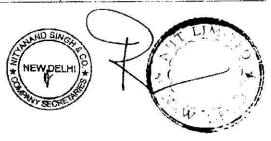


- c) Resolution 3 To ratify the appointment of M/s Price Waterhouse, Chartered Accountant (FRN: 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration.
- (i) Voted In favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
187	125473	100

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
6	10	



Special Business:

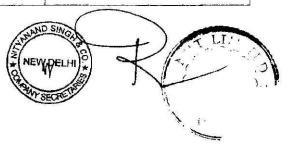
- d) Resolution 4 To ratify Remuneration of Cost Auditor
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	
187	125473	100	

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	person or by by them	
NIL	NIL	NIL

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	10



- 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 Ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

For NIIT LIMITED

Thanking you, Yours faithfully,

For Nityanand Singh & Co. (Company Secretaries)

Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

Place : New Delhi

Date : 2nd August, 2016

To.

Mr. Rajendra S Pawar (Chairman) NIIT Limited 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110019.

Sub.: Consolidated Results on voting through ballot paper and through e-voting

Reference: 33rd Annual General Meeting (the AGM) of the Company held on Monday, 1st August, 2016

Dear Sir,

I have submitted separate reports on 'e- voting and voting by ballot paper' on the resolutions contained in the notice convening the 33rd Annual General Meeting (the AGM) of the Company held on Monday, 1st August, 2016 at 10.00 am at Mapple Exotica, Khasra No.123, Chhatarpur Mandir Road, Satbari, New Delhi-110074. I Submit herewith my combined report on the results on 'e-voting and voting by ballot and poll' as under:

Ordinary Business:

Resolution 1- To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Auditors and the Directors thereon. (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.

Votes in favour of resolution		Votes against the resolution		
% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.	
99.9986	1175	0.0014	10	
	% of total number of valid votes cast	% of total number No. of votes of valid votes cast	% of total number of valid votes cast % of total number of valid votes cast	

HO: 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi- 110029 | T: 011-26 (37) BO: 73, GF, Amberhai Extension-1, Dwarka Sector-19, New Delhi- 110075 | T: 011-42-80

E: officenns@gmail.com | Info@nnsandco.com | W: www.nnsandco.com

Resolution 2 – To appoint a director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and being eligible, offers himself for re-appointment.

Votes in favour of resolution		in favour of resolution Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
87491563	99.0804	811964	0.9196	10

Resolution 3 — To ratify the appointment of M/s Price Waterhouse, Chartered Accountant (FRN: 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration.

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
88880246	99.9908	8134	0.0092	10

Special Business:

Resolution 4 - To ratify the remuneration of Cost Auditor

Votes in favour of resolution		Votes against the resolution		Invalid votes	
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.	
88879751	99.9903	8584	0.0097	10	

For NIIT LIMITED

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Thanking you,

Yours truly,

For Nityanand Singh & Co.,

Company Secretaries

Nityanand Singh (Prof FCS 2668, CP 2388

Place: New Delhi Date: 2nd August, 2016