

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

1. 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

2. 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 33rd Annual 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.

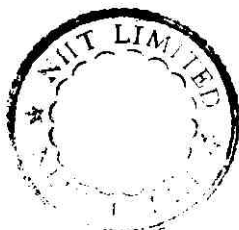
Please take note of the above and acknowledge the receipt.

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		01.08.2016 76775						
Total number of shareholders as on Record Date/cut-off date (i.e. July 25, 2016, the date of determining the voting rights of shareholders)								
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group							8	
Public (including others)							317	
No. of Shareholders attended the meeting through Video Conferencing							Not Applicable	
Promoters and Promoter Group							Not Applicable	
Public (including others)							Not Applicable	
Agenda wise disclosure (to be disclosed separately for each agenda item)								
Resolution No. 1								
Adoption of:								
a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Auditors and 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								
Resolution required : (Ordinary/ Special)							Ordinary Resolution	
Whether promoter/promoter group are interested in the agenda/ resolution?							No	
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting		56473335	100.00	56473335	0	100.00	0.00
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot	56473335	0	0.00	0	0	0.00	0.00
	Total		56473335	100.00	56473335	0	100.00	0.00
Public Institutions	E-voting		30721198	82.04	30721198	0	100.00	0.00
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot	37445593	0	0.00	0	0	0.00	0.00
	Total		30721198	82.04	30721198	0	100.00	0.00
Public Non Institutions	E-voting		1568329	2.19	1567151	1175	99.93	0.07
	Poll*		125473	0.18	125473	0	100.00	0.00
	Postal Ballot	71610905	0	0.00	0	0	0.00	0.00
	Total		1693802	2.37	1692627	1175	99.93	0.07
Total		165529833	88888335	53.70	88887160	1175	100.00	0.00

Result : Resolution passed with requisite majority

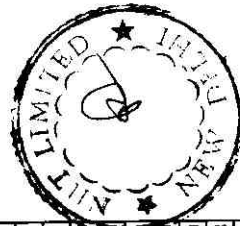


Resolution No. 2										
Appointment of a Director in place of Mr. Rajendra S Pawar (DIN: 00042516), who retires by rotation and being eligible, offers himself for re-appointment										
Ordinary Resolution										
Whether promoter/promoter group are interested in the agenda/resolution?										
Yes. Rajendra S Pawar is interested in this item, as it relates to his appointment										
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100		
Promoter and Promoter Group	E-voting		55888482	98.96	55888482	0	100.00	0.00		
	Poll*	56473335		0.00	0	0	0.00	0.00		
	Postal Ballot			0.00	0	0	0.00	0.00		
	Total		55888482	98.96	55888482	0	100.00	0.00		
Public Institutions	E-voting		30721198	82.04	29912601	808597	97.37	2.63		
	Poll*	37445593		0.00	0	0	0.00	0.00		
	Postal Ballot			0.00	0	0	0.00	0.00		
	Total		30721198	82.04	29912601	808597	97.37	2.63		
Public Non Institutions	E-voting		1568374	2.19	1565007	3367	99.79	0.21		
	Poll*	71610905		0.18	125473	0	100.00	0.00		
	Postal Ballot			0.00	0	0	0.00	0.00		
	Total		1568374	2.37	1690480	3367	99.80	0.20		
Total		165529833	88303527	53.35	87491563	811964	99.08	0.92		

Result : Resolution passed with requisite majority

Resolution No. 3										
Ratification of the appointment of M/s Price Waterhouse, Chartered Accountants, (Firm Registration No. FRN301112E), as Statutory Auditors of the Company										
Ordinary Resolution										
Whether promoter/promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100		
Promoter and Promoter Group	E-voting		56473335	100.00	56473335	0	100.00	0.00		
	Poll*	56473335		0.00	0	0	0.00	0.00		
	Postal Ballot			0.00	0	0	0.00	0.00		
	Total		56473335	100.00	56473335	0	100.00	0.00		
Public Institutions	E-voting		30721198	82.04	30721198	0	100.00	0.00		
	Poll*	37445593		0.00	0	0	0.00	0.00		
	Postal Ballot			0.00	0	0	0.00	0.00		
	Total		30721198	82.04	30721198	0	100.00	0.00		
Public Non Institutions	E-voting		1568374	2.19	1560240	8134	99.48	0.51		
	Poll*	71610905		0.18	125473	0	100.00	0.00		
	Postal Ballot			0.00	0	0	0.00	0.00		
	Total		1568374	2.37	1685713	8134	99.52	0.48		
Total		165529833	88888380	53.70	88880246	8134	99.99	0.01		

Result : Resolution passed with requisite majority

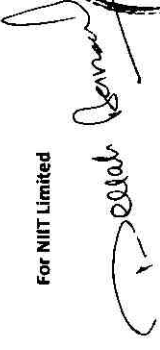


Resolution No. 4		Ratification of remuneration of Cost Auditors						
Resolution required : (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled = $[(4)/(2)]*100$	% of votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-voting		56473335	100.00	56473335	0	100.00	0.00
	Poll*	56473335	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
Public Institutions	Total		56473335	100.00	56473335	0	100.00	0.00
	E-voting		30721198	82.04	30721198	0	100.00	0.00
	Poll*	37445593	0	0.00	0	0	0.00	0.00
Public Non Institutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		30721198	82.04	30721198	0	100.00	0.00
	E-voting		1568329	2.19	1559745	8584	99.45	0.55
Total	Poll*		125473	0.18	125473	0	100.00	0.00
	Postal Ballot	71610905	0	0.00	0	0	0.00	0.00
	Total	165529833	1693802	2.37	1685218	8584	99.49	0.51
			88888335	53.70	88879751	8584	99.99	0.01

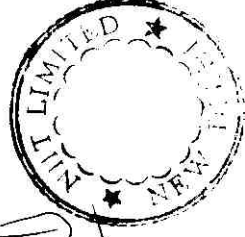
Result : Resolution passed with requisite majority

* Voting through Ballot Paper at AGM Venue

For NIIT Limited



Deepak Bansal
Company Secretary



Place : Gurgaon
Date : August 3, 2016

Report of Scrutinizer(s)

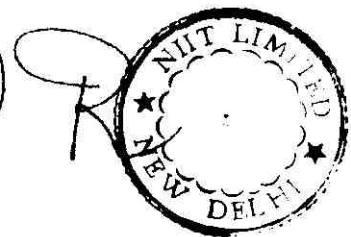
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

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

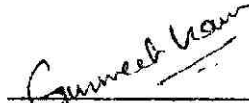
Dear Sir,

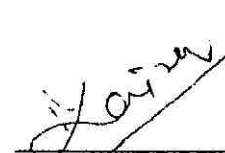
I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of **NIIT Limited** for the purpose of scrutinizing the e-voting process in a fair and transparent manner and 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:

1. The E-voting commenced on Thursday, 28th July, 2016 (9:00 am) and ended on Sunday, 31st July, 2016 (5:00 pm)
2. 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 1st Day of August, 2016 at 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.


Gurmeet Kaur


Rajesh Singh

3. 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

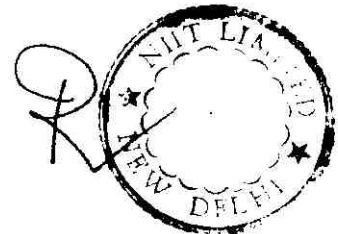
- a) Resolution 1—To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Auditors and the Directors thereon. (b) The Audited Consolidated Financial Statements of the Company for the financial year 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	Number of votes cast in favour of the resolution	% of total number of valid votes cast
156	88761687	99.9986

- (ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% 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 re-appointment.

(i) Voted in favour of the resolution:

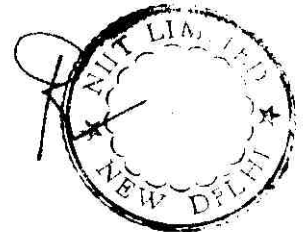
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
152	87366090	99.0792

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	811964	0.9208

(iii) Invalid votes :

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

- (ii) Voted against the resolution:

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 :

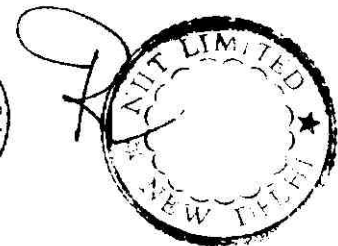
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

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



(ii) Voted against the resolution:

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 Members whose votes were declared Invalid	Total number of votes cast by them
NIL	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.

Thanking you,
Yours Sincerely,

For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Proprietor)
C.P. No.: 2388
Membership No.: 2668

For NIIT LIMITED


RAJENDRA P. PAWAR

CHIEF FINANCIAL OFFICER

Place: New Delhi
Dated: 2nd August, 2016

MGT-13

Report of Scrutinizer(s)

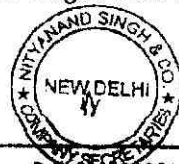
[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

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

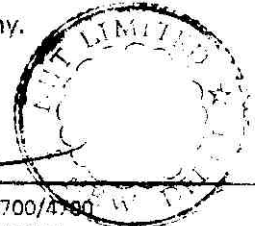
Dear Sir,

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 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:

1. 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.



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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:

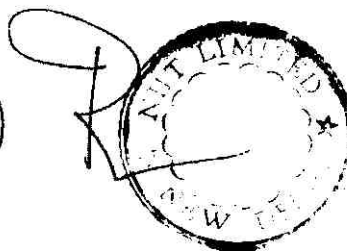
Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
187	125473	100

(ii) Voted against the resolution:

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

(iii) Invalid votes :

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 S Pawar (DIN 00042516), who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

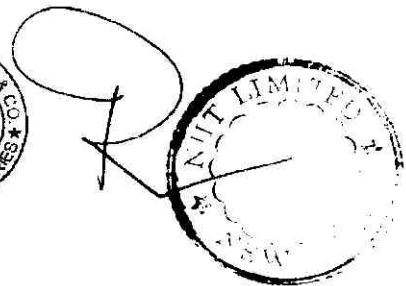
Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
187	125473	100

(ii) Voted against the resolution:

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

(iii) Invalid votes :

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:

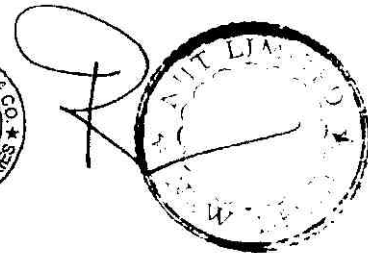
Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
187	125473	100

- (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

- (iii) Invalid votes :

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:

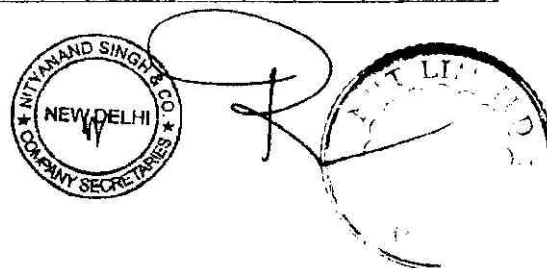
Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
187	125473	100

(ii) Voted against the resolution:

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

(iii) Invalid votes :

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.


Thanking you,
Yours faithfully,

For Nityanand Singh & Co.
(Company Secretaries)



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

For NIIT LIMITED



RAJENDRA B. PAWAR
Director

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

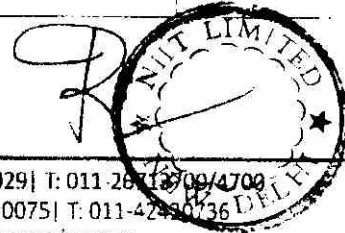
Dear Sir,

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		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
88887160	99.9986	1175	0.0014	10



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		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

Thanking you,

Yours truly,
For Nityanand Singh & Co.,
Company Secretaries



Nityanand Singh (Proprietor)
FCS 2668, CP 2388

For NIIT LIMITED

RAJENDRA S. PAWAR
(Chairman)

Place: New Delhi
Date: 2nd August, 2016