

September 28, 2018

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 The Manager BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

Sub: <u>Voting Results of the 35th Annual General Meeting of the Company pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")</u>

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results of the 35th Annual General Meeting ("the AGM"/"the Meeting") of the Company held on Friday, September 28, 2018 at 10.00 A.M. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi- 110074, are enclosed herewith.

The Chairman, on the basis of the report of the scrutinizer on the remote e-voting and voting through poll at the AGM, announced that the following resolutions (as per Notice of the AGM dated May 16, 2018) have been passed by the Members with requisite majority.

S. No.	Particulars of Business	Nature of Resolution				
Ordinary Business						
1.	 Adoption of: c) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon; and d) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon. 	Ordinary				
2.	Appointment of Mr. P Rajendran (DIN: 00042531) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary				

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Specia	al Business	
3.	Ratification of remuneration of Cost Auditor for the financial year 2017-18	Ordinary
4.	Re-appointment of Mr. Vijay K Thadani as Vice-Chairman and Managing Director of the Company	Special
5.	Re-appointment of Mr. P Rajendran as Joint Managing Director of the Company	Special

A copy of the Scrutinizer's Report on remote e-voting and voting through Poll at the AGM is attached herewith.

Please note that the aforesaid Results and Scrutinizer's Report are available on the website of the Company - <u>www.niit.com</u> and National Securities Depository Limited - <u>www.evoting.nsdl.com</u>.

Please take note of the above and acknowledge the receipt.

Thanking you,

Yours truly, For NIIT Limited

Seerah Janz 1-

Deepak Bansal Company Secretary & Compliance Officer

Encl: a/a

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NIIT Limited

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

Summary of Voting Results of 35th Annual General Meeting (AGM) Date of Declaration of Result - 28-09-2018

Date of AGM/EGM	A hareholders as on R	ecord Date/cut-off	date ().e.			28.09.2018 68670		
	18, the date of dete		and the second sec			68670		
shareholders)	to, the date of dete	intining the voting	ingines of					
the first state of the local state of the second state of the seco	rs present in the me	eting either in per	son or through					
proxy:						190		
Promoters and Pro	omoter Group					11		
Public (including others)						179		
and the second se					A LANGE AND A LAND AND A LAND			
No. of Shareholde	rs attended the me	eting through Vide	o Conferencing			Not Applicable		
romoters and Promoter Group						Not Applicable		
Public (including o	thers)					Not Applicable		
Agenda wise discl	osure (to be disclos	ed separately for e						
Resolution No. 1				Adoption of: a) the Audited Standalone Fin the Board of Directors and Au b) the Audited Consolidated F the Auditors thereon.	uditors thereon; and			
Resolution requir	ed : (Ordinary/ Spe	cial)		Ordinary Resolution				
Whether promote	er/promoter group	are interested in th	1e					
		are interested in th		No				
		No. of Shares held (1)		No % 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
agenda/resolution	n? Mode of Voting	No. of Shares held	No. of votes polled (2)	% of votes polled on outstanding shares	No. of votes in favour (4) 52804973	and the second sec	votes polled (6) = [(4)/(2)]*100	polled (7) = [(5)/(2)]*100
agenda/resolution Category	n? Mode of Voting E-voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)]*100		(5)	votes polled (6) = [(4)/(2)]*100 100.0000	polled (7) = [(5)/(2)]*100 0.000 0.000
resolution Category Promoter and	m? Mode of Voting E-voting Poll	No. of Shares held (1)	No. of votes polled (2) 52804973	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 100.0000	52804973	(5)	votes polled (6) = [(4)/(2)]*100 100.0000 0.0000	polled (7) = [(5)/(2)]*100 0.000 0.000 N
agenda/resolution Category Promoter and	Mode of Voting E-voting Poll Postal Ballot	No. of Shares held (1) 52804973	No. of votes polled (2) 52804973 0	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 100.0000 0.0000	52804973 0 NA	(5) 0 0 NA	votes polled (6) = [(4)/(2)]*100 100.0000 0.0000 NA	polled (7) = [(5)/(2)]*100 0.000 0.000 N 0.000 0.000
agenda/resolution Category Promoter and	n? Mode of Voting E-voting Poll Postal Ballot Total	No. of Shares held (1)	No. of votes polled (2) 52804973 0 NA	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 100.0000 0.0000 NA	52804973 0 NA	(5) 0 0 NA	votes polled (6) = [(4)/(2)]*100 100.0000 0.0000 NA 100.0000	polled (7) = [(5)/(2)]*100 0.000 0.000 N 0.000 0.000 0.000 0.000
agenda/resolution Category Promoter and Promoter Group	n? Mode of Voting E-voting Poll Postal Ballot Total E-voting	No. of Shares held (1) 52804973	No. of votes polled (2) 52804973 0 NA 52804973	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 100.0000 0.0000 NA 100.0000	52804973 0 NA 52804973 35637061	(5) 0 0 0 0 0 0 0 0 0 0 0	votes polled (6) = [(4)/(2)]*100 0.0000 NA 100.0000 100.0000	polled (7) = [(5)/(2)]*100 0.000 0.000 0.000 0.000 0.000 0.000 0.000
egenda/resolution Category Promoter and Promoter Group Public	n? Mode of Voting E-voting Poll Postal Ballot Total E-voting Poll	No. of Shares held (1) 52804973 52804973	No. of votes polled (2) 52804973 0 NA 52804973 35637061	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 100.0000 0.0000 NA 100.0000 76.3872	52804973 0 NA 52804973 35637061 0	(5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	votes polled (6) = [(4)/(2)]*100 0.0000 NA 100.0000 100.0000 0.0000	polled (7) = [(5)/(2)]*100 0.000 0.000 N 0.000 0
agenda/resolution Category Promoter and Promoter Group Public	n? Mode of Voting E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot	No. of Shares held (1) 52804973 52804973	No. of votes polled (2) 52804973 0 NA 52804973 35637061 0	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 0.0000 0.0000 NA 100.0000 76.3872 0.0000 NA	52804973 0 NA 52804973 35637061 0 NA 35637061 35637061	(5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	votes polled (6) = [(4)/(2)]*100 100.0000 NA 100.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	polled (7) = [(5)/(2)]*100 0.0
agenda/resolution Category Promoter and Promoter Group Public	n? Mode of Voting E-voting Poll Postal Ballot Total E-voting Poll	No. of Shares held (1) 52804973 52804973 46653160	No. of votes polled (2) 52804973 0 NA 52804973 35637061 0 0 NA	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 0.0000 0.0000 NA 100.0000 76.3872 0.0000 NA	52804973 0 NA 52804973 35637061 0 NA 35637061 8598687	(5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	votes polled (6) = [(4)/(2)]*100 100.0000 NA 100.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 100.0000 0 100.0000	polled (7) = [(5)/(2)]*100 0.0
agenda/resolution Category Promoter and Promoter Group Public Institutions	n? Mode of Voting E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total Total	No. of Shares held (1) 52804973 52804973 46653160	No. of votes polled (2) 52804973 0 NA 52804973 35637061 0 NA 35637061	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 100.0000 0.0000 NA 100.0000 76.3872 0.0000 NA 76.3872	52804973 0 NA 52804973 35637061 0 NA 35637061 8598687	(5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	votes polled (6) = [(4)/(2)]*100 100.0000 0.0000 NA 100.0000 0.00000 0.0000 0.0000 0.0000 0.00000 0.0000 0.000000 0.000000 0.000000 0.00000000	polled (7) = [(5)/(2)]*100 0.0000 0.00000 0.00000
agenda/resolution Category Promoter and Promoter Group Public Institutions Public Non	n? Mode of Voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting	No. of Shares held (1) 52804973 52804973 46653160 46653160	No. of votes polled (2) 52804973 0 NA 52804973 35637061 0 NA 35637061 8598687	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 100.0000 0.0000 NA 100.0000 76.3872 0.0000 NA 76.3872 12.7242	52804973 0 NA 52804973 35637061 0 NA 35637061 859687 859687 324977	(5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	votes polled (6) = [(4)/(2)]*100 100.0000 NA 100.0000 100.0000 0.0000 0.0000 100.0000 100.0000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.000000 0.000000 0.000000 0.00000000	polled (7) = [(5)/(2)]*100 0.0000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000 0.00000000
agenda/resolution	n? Mode of Voting E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot Total E-voting Poll Postal Ballot	No. of Shares held (1) 52804973 52804973 46653160 46653160	No. of votes polled (2) 52804973 0 NA 52804973 35637061 0 NA 35637061 8598687 324977	% of votes polled on outstanding shares (3) = [(2)/(1)]*100 100.0000 0.0000 NA 1000.0000 76.3872 0.0000 NA 76.3872 2.27242 0.4809	52804973 0 NA 52804973 35637061 0 NA 35637061 8598687 324977 NA	(5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	votes polled (6) = [(4)/(2)]*100 100.0000 0.0000 NA 100.0000 0.00000 0.0000 0.0000 0.0000 0.00000 0.0000 0.000000 0.000000 0.000000 0.00000000	polled (7) = [(5)/(2)]*100 0.0000 0.00000 0.00000 0.0000 0.00000 0.00000 0.000000 0.000000 0.00000 0.00000000

tesult : Resolution passed with requisite majority

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Resolution No. 2				Appointment of a Director in re-appointment	place of Mr. Parappil Rajend	Iran (DIN: 00042531), w	ho retires by rotation and be	ing eligible, offers himself for		
	ed : (Ordinary/ Spe			Ordinary Resolution						
Whether promote	er/promoter group	are interested in t	he							
agenda/resolution	n?			No						
Category	Category Mode of Voting No. of Shares No. of vote			% of votes polled on	No. of votes in favour (4)	No. of Votes against	% of votes in favour on	% of votes against on votes		
		held	polled	outstanding shares		votes polled (6)				
		(1)	(2)	(3) = [(2)/(1)]*100		(5)	= [(4)/(2)]*100	[(5)/(2)]*100		
	E-voting	52804973	52804973		52804973	0	100.0000	0.0000		
Promoter and	Poll		0	0.0000	0	0	0.0000	0.0000		
Promoter Group	Postal Ballot		NA	NA	NA	NA		NA		
	Total	52804973	52804973	100.0000		0	100.0000	0.0000		
	E-voting		35750208			0	100.0000	0.0000		
Public	Poll	46653160	0	0.0000		0	0.0000	0.0000		
Institutions	Postal Ballot		NA	NA	NA	NA		NA		
	Total	46653160	35750208	76.6298	35750208		100.0000	0.0000		
	E-voting		8598240	12.7235	8597670	570		0.0066		
Public Non	Poll	67577414	324977	0.4809	324977		100.0000	0.0000		
Institutions	Postal Ballot		NA	NA	NA	NA		NA		
	Total	67577414	8923217	13.2044	8922647			0.0064		
Total		167035547	97478398	58.3579	97477828	570	99.9994	0.0006		

Result : Resolution passed with requisite majority

Resolution No. 3				Ratification of remuneration of Cost Auditors for financial year 2017-18					
Resolution require	ed : (Ordinary/ Spe	cial)		Ordinary Resolution					
Whether promote agenda/resolution	er/promoter group n?	are interested in th	ne						
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	
	E-voting Poll	52804973	52804973 0	100.0000 0.0000	52804973 0	0	100.0000 0.0000	0.0000	
Promoter Group	Postal Ballot Total	52804973	NA 52804973		NA 52804973	NA 0	NA 100.0000		
Public Institutions	E-voting Poll Postal Ballot	46653160	35750208 0 NA	0.0000		0 0 NA	100.0000 0.0000 NA		
	Total	46653160	35750208			0	100.0000		
Public Non	E-voting Poll	67577414	8598587 324977	0.4809		45	100.0000	0.0000	
Institutions	Postal Ballot Total	67577414	NA 8923564						
Total		167035547	97478745	5 58.3581	97478700	45	100.0000	0.0000	

Result : Resolution passed with requisite majority



Resolution No. 4				Re-appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company						
Resolution requi	red : (Ordinary/ Spe	cial)		Special Resolution						
Whether promot agenda/resolutio	er/promoter group	are interested in t	he	Yes, Mr. Vijay Kumar Thadan	is interested in this item, as	it relates to his re-appo	pintment			
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	[(5)/(2)]*100		
Promoter and	E-voting	1-7	52804973	100.0000	52804973	0	100.0000	0.000		
	Poll	52804973	0	0.0000	0	0	0.0000	0.000		
Promoter Group	Postal Ballot		NA	NA	NA	NA	NA	NA		
	Total	52804973	52804973	100.0000	52804973	0	100.0000	0.0000		
	E-voting		35750208	76.6298	30863305	4886903	86.3304	13.6696		
Public	Poll	46653160	0	0.0000	0	0	0.0000	0.0000		
Institutions	Postal Ballot		NA	NA	NA	NA	NA	NA		
	Total	46653160	35750208	76.6298	30863305	4886903	86.3304	13.6696		
	E-voting	10030400	8598240	12.7235	8597770	470	99.9945	0.0055		
Public Non	Poll	67577414	324977	0.4809	324977	0	100.0000	0.0000		
	Postal Ballot		NA	NA	NA	NA	NA	NA		
instructions	Total	67577414	8923217	13.2044	8922747	470	99.9947	0.0053		
otal	TOLAI	167035547	97478398	58.3579	92591025	4887373	94.9862	5.0138		

Result : Resolution passed with requisite majority

Resolution No. 5				Re-appoint Mr. Parappil Rajendran as Joint Managing Director of the Company					
Resolution requi	red : (Ordinary/ Spe	cial)		Special Resolution					
	ter/promoter group		he	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	
	E-voting	52804973	52804973		52804973	0	100.0000	0.0000	
the second se	Poll		0	0.0000	0	0	0.0000	0.0000	
Promoter Group	Postal Ballot		NA	NA	NA	NA	NA	NA	
	Total	52804973	52804973	100.0000	52804973	0	100.0000	0.0000	
	E-voting		35750208	76.6298	35750208	0	100.0000	0.0000	
Public	Poll	46653160	0	0.0000	0	0	0.0000	0.0000	
Institutions	Postal Ballot		NA	NA	NA	NA	NA	NA	
	Total	46653160	35750208	76.6298	35750208	0	100.0000	0.0000	
	E-voting	67577414	8598240	12.7235	8597795	445	99.9948	0.0052	
Public Non	Poll		324977	0.4809	324977	0	100.0000	0.0000	
	Postal Ballot		NA	NA	NA	NA	NA	NA	
	Total	67577414	8923217	13.2044	8922772	445	99.9950	0.0050	
Total		167035547	97478398	58.3579	97477953	445	99.9995	0.0005	

Result : Resolution passed with requisite majority

For NIIT Limited Deelah (ban Deepak Bansal Company Secretary

Place : New Delhi Date : September 28, 2018



To,

Shri Rajendra S Pawar (Chairman) NIIT LIMITED ("The Company") 8, Balaji Estate, First Floor Guru Ravi Das Marg, Kalkaji New Delhi 110019

Sub.: Consolidated Results of voting through Poll at the meeting and through remote e-voting.

Reference: 35th Annual General Meeting (the AGM) of the Company held on Friday, 28th September, 2018.

Dear Sir,

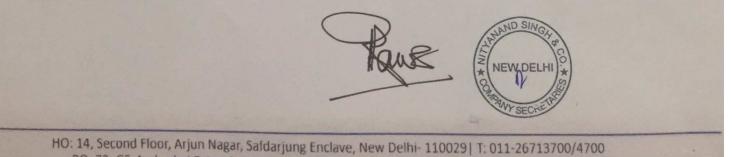
I have submitted separate reports on result of voting through 'remote E- voting' and voting by 'Poll'(Via Note Pads) at the meeting' on the resolutions contained in the notice convening the 35th Annual General Meeting of members of NIIT Limited, held on 28th September, 2018.

I submit herewith my combined report on the consolidated results on 'e-voting' and 'voting by Poll (Via Note Pads)' as under:

Resolution No. 1: To receive, consider and adopt:

- i. the audited standalone financial statement of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon; and
- ii. the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 together with the report of the Auditors thereon

Votes in favour of resolution		Votes against the resolution		Invalid votes	Votes abstained
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.	Nos.
9,73,65,698	100	-	-	-	-



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Resolution No. 2: To appoint Mr. Parappil Rajendran (DIN: 00042531) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

Votes in favou	r of resolution	Votes against	the resolution	Invalid votes	Votes abstained
No. of Votes	number of valid	No. of votes	% of total number of valid votes cast	Nos.	Nos.
9,74,77,828	votes cast 99.9994	570	0.0006	-	-

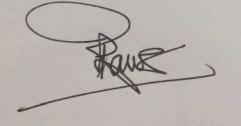
SPECIAL BUSINESS:

Resolution No. 3: To ratify the remuneration of cost auditor for the financial year 2017-18.

Votes in favou	r of resolution	Votes against	the resolution	Invalid votes	Votes abstained
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast		Nos.
9,74,78,700	99.9995	45	0.0005	-	-

Resolution No. 4: To re-appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company.

Votes in favour of resolution		Votes against	the resolution	Invalid votes	Votes abstained
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.	Nos.
9.25.91.025	94.9862	48,87,373	5.0138	-	-





Resolution No. 5: To re-appoint Mr. Parappil Rajendran as Joint Managing Director of the Company.

Votes in favou	r of resolution	Votes against	the resolution	Invalid votes	Votes abstained
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.	Nos.
9,74,77,953 99.9995		445	0.0005	-	-

Thanking you,

Yours truly,

For Nityanand Singh & Co., Company Secretaries

ND SIN Man NEW DELHI Nityanand Singh (Propa) FCS 2668, COP 2388

Place: New Delhi Date: 28th September, 2018