

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: 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”)

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

Special 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

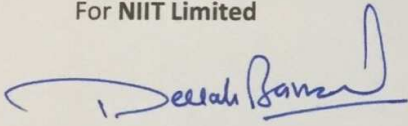
A copy of the Scrutinizer's Report on remote e-voting and voting through Poll at the AGM is attached herewith.

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

Please take note of the above and acknowledge the receipt.

Thanking you,

Yours truly,
For NIIT Limited



Deepak Bansal
Company Secretary & Compliance Officer



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

Date of AGM/EGM		28.09.2018						
Total number of shareholders as on Record Date/cut-off date (i.e. September 21, 2018, the date of determining the voting rights of shareholders)		68670						
No. of shareholders present in the meeting either in person or through proxy:		190						
Promoters and Promoter Group		11						
Public (including others)		179						
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 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 b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 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	52804973	52804973	100.0000	52804973	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		52804973	52804973	100.0000	52804973	0	100.0000
Public Institutions	E-voting	46653160	35637061	76.3872	35637061	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46653160	35637061	76.3872	35637061	0	100.0000
Public Non Institutions	E-voting	67577414	8598687	12.7242	8598687	0	100.0000	0.0000
	Poll		324977	0.4809	324977	0	100.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		67577414	8923664	13.2051	8923664	0	100.0000
Total		167035547	97365698	58.2904	97365698	0	100.0000	0.0000

Result : Resolution passed with requisite majority

Resolution No. 2				Appointment of a Director in place of Mr. Parappil Rajendran (DIN: 00042531), who retires by rotation and being eligible, offers himself for re-appointment				
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	52804973	52804973	100.0000	52804973	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		52804973	52804973	100.0000	52804973	0	100.0000
Public Institutions	E-voting	46653160	35750208	76.6298	35750208	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46653160	35750208	76.6298	35750208	0	100.0000
Public Non Institutions	E-voting	67577414	8598240	12.7235	8597670	570	99.9934	0.0066
	Poll		324977	0.4809	324977	0	100.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		67577414	8923217	13.2044	8922647	570	99.9936
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 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	52804973	52804973	100.0000	52804973	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		52804973	52804973	100.0000	52804973	0	100.0000
Public Institutions	E-voting	46653160	35750208	76.6298	35750208	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46653160	35750208	76.6298	35750208	0	100.0000
Public Non Institutions	E-voting	67577414	8598587	12.7241	8598542	45	99.9995	0.0005
	Poll		324977	0.4809	324977	0	100.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		67577414	8923564	13.2050	8923519	45	99.9995
Total		167035547	97478745	58.3581	97478700	45	100.0000	0.0000

Result : Resolution passed with requisite majority

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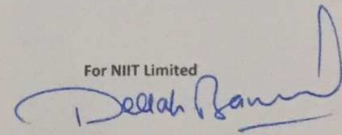
Resolution No. 4				Re-appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company				
Resolution required : (Ordinary/ Special)				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes, Mr. Vijay Kumar Thadani is interested in this item, as it relates to his re-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 = [(4)/(2)]*100 (6)	% of votes against on votes polled [(5)/(2)]*100 (7) =
Promoter and Promoter Group	E-voting	52804973	52804973	100.0000	52804973	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		52804973	52804973	100.0000	52804973	0	100.0000
Public Institutions	E-voting	46653160	35750208	76.6298	30863305	4886903	86.3304	13.6696
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46653160	35750208	76.6298	30863305	4886903	86.3304
Public Non Institutions	E-voting	67577414	8598240	12.7235	8597770	470	99.9945	0.0055
	Poll		324977	0.4809	324977	0	100.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		67577414	8923217	13.2044	8922747	470	99.9947
Total		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 required : (Ordinary/ Special)				Special 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 (6)	% of votes against on votes polled [(5)/(2)]*100 (7) =
Promoter and Promoter Group	E-voting	52804973	52804973	100.0000	52804973	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		52804973	52804973	100.0000	52804973	0	100.0000
Public Institutions	E-voting	46653160	35750208	76.6298	35750208	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46653160	35750208	76.6298	35750208	0	100.0000
Public Non Institutions	E-voting	67577414	8598240	12.7235	8597795	445	99.9948	0.0052
	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
Total		167035547	97478398	58.3579	97477953	445	99.9995	0.0005

Result : Resolution passed with requisite majority

For NIIT Limited



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,

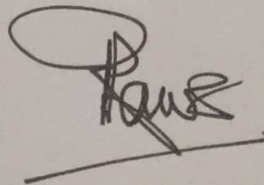
I have submitted separate reports on result of voting through 'remote E- voting' and voting by 'Poll'(Via Note Pads) at the meeting' on the resolutions contained in the notice convening the 35th Annual General Meeting of members of NIIT Limited, held on 28th September, 2018.

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	-	-	-	-




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 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.
9,74,77,828	99.9994	570	0.0006	-	-

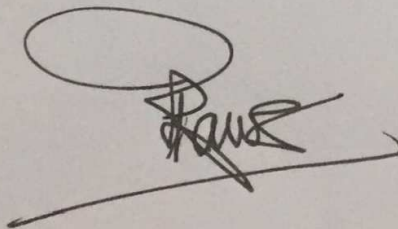
SPECIAL BUSINESS:

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

Votes in 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.
9,74,78,700	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	-	-



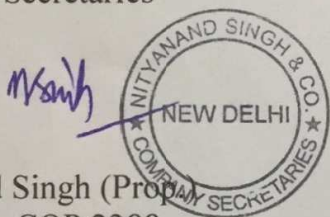

Resolution No. 5: To re-appoint Mr. Parappil Rajendran as Joint Managing Director of the Company.

Votes in 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.
9,74,77,953	99.9995	445	0.0005	-	-

Thanking you,

Yours truly,

For Nityanand Singh & Co.,
Company Secretaries



Nityanand Singh (Prop)
FCS 2668, COP 2388

A large, stylized handwritten signature, likely of Parappil Rajendran, written in black ink.

Place: New Delhi
Date: 28th September, 2018