

**NIIT Limited**

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Email: info@niit.com

Registered Office:
B, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 018, India
CIN: L74899DL1081PLC015865

www.niit.com

September 22, 2017

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: Details of Voting Results of the 34th Annual General Meeting of the Company as per 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, details of the Voting Results of the 34th Annual General Meeting (AGM) of the Company held on Friday, September 22, 2017 at 10.00 A.M. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi- 110074, are enclosed in the prescribed format under Regulation 44 of SEBI Regulations.

Based on the report of the scrutinizer the result of the e-voting, and voting through poll has been announced today by the Chairman that following resolutions (as per the Notice dated May 17, 2017) have been passed by the requisite majority.

S. No.	Particulars of Business	Nature of Resolution
Ordinary Business		
1.	Adoption of: a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 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, 2017 together with the Report of the Auditors thereon.	Ordinary
2.	Appoint Mr. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.	Ordinary
3.	Appointment of M/s S R Batliboi & Associates LLP, Chartered Accountants, (FRN 101049W/E300004) as Statutory Auditors and fix their remuneration	Ordinary
Special Business		
4.	Ratification of remuneration of Cost Auditor.	Ordinary
5.	Payment of remuneration to Mr. Vijay K Thadani, Vice-Chairman and Managing Director of the Company	Special
6.	Payment of remuneration to Mr. P Rajendran, Joint Managing Director of the Company	Special

7.	Payment of commission to Non-Executive Directors of the Company	Special
8.	Re-classification of "AKM Systems Private Limited" as public shareholders'	Ordinary

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

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

A 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 34th Annual General Meeting (AGM)

Date of Declaration of Result - 22-09-2017

Date of AGM/EGM		22.09.2017						
Total number of shareholders as on Record Date/cut-off date (i.e. September 15, 2017, the date of determining the voting rights of shareholders)		67200						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group		14						
Public (including others)		146						
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, 2017 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, 2017 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	56696835	56539308	99.72	56539308	0	100.00	0.00
	Poll*		157527	0.28	157527	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		56696835	100.00	56696835	0	100.00	0.00
Public Institutions	E-voting	45278081	35218664	77.78	35218664	0	100.00	0.00
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35218664	77.78	35218664	0	100.00	0.00
Public Non Institutions	E-voting	63947599	4556301	7.13	4556301	0	100.00	0.00
	Poll*		20852	0.03	20852	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4577153	7.16	4577153	0	100.00	0.00
Total		165922515	96492652	58.16	96492652	0	100.00	0.00

Result : Resolution passed with requisite majority

Resolution No. 2				Appointment of a Director in place of Mr. Vijay K Thadani (DIN: 00042527) , 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?				Yes. Vijay K Thadani 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	56696835	56539308	99.72	56539308	0	100.00	0.00
	Poll*		157527	0.28	157527	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		56696835	100.00	56696835	0	100.00	0.00
Public Institutions	E-voting	45278081	35218664	77.78	29204265	6014399	82.92	17.08
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35218664	77.78	29204265	6014399	82.92	17.08
Public Non Institutions	E-voting	63947599	4555451	7.12	4555021	430	99.99	0.01
	Poll*		20852	0.03	20852	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4576303	7.16	4575873	430	99.99	0.01
Total		165922515	96491802	58.15	90476973	6014829	93.77	6.23

Result : Resolution passed with requisite majority

Resolution No. 3				Appointment of M/s S R Batliboi & Associates LLP, Chartered Accountants, (FRN 101049W/E300004) as Statutory Auditors and fix their remuneration				
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	56696835	56539308	99.72	56539308	0	100.00	0.00
	Poll*		157527	0.28	157527	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		56696835	100.00	56696835	0	100.00	0.00
Public Institutions	E-voting	45278081	35218664	77.78	35218664	0	100.00	0.00
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35218664	77.78	35218664	0	100.00	0.00
Public Non Institutions	E-voting	63947599	4555451	7.12	4554746	705	99.98	0.02
	Poll*		20852	0.03	20852	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4576303	7.16	4575598	705	99.98	0.02
Total		165922515	96491802	58.15	96491097	705	100.00	0.00

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 (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	56696835	56539308	99.72	56539308	0	100.00	0.00
	Poll*		157527	0.28	157527	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		56696835	100.00	56696835	0	100.00	0.00
Public Institutions	E-voting	45278081	35218664	77.78	35218664	0	100.00	0.00
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35218664	77.78	35218664	0	100.00	0.00
Public Non Institutions	E-voting	63947599	4555251	7.12	4554446	805	99.98	0.02
	Poll*		20852	0.03	20852	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4576103	7.16	4575298	805	99.98	0.02
Total		165922515	96491602	58.15	96490797	805	100.00	0.00

Result : Resolution passed with requisite majority

Resolution No. 5				Payment of remuneration to Mr. Vijay K Thadani, 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 K Thadani is interested in this item, as it relates to his remuneration				
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	56696835	56539308	99.72	56539308	0	100.00	0.00
	Poll*		157527	0.28	157527	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		56696835	100.00	56696835	0	100.00	0.00
Public Institutions	E-voting	45278081	35218664	77.78	31386020	3832644	89.12	10.88
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35218664	77.78	31386020	3832644	89.12	10.88
Public Non Institutions	E-voting	63947599	4555376	7.12	4550827	4549	99.90	0.10
	Poll*		20852	0.03	20852	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4576228	7.16	4571679	4549	99.90	0.10
Total		165922515	96491727	58.15	92654534	3837193	96.02	3.98

Result : Resolution passed with requisite majority

Resolution No. 6				Payment of remuneration to Mr. P Rajendran, 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 (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	56696835	56539308	99.72	56539308	0	100.00	0.00
	Poll*		157527	0.28	157527	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		56696835	100.00	56696835	0	100.00	0.00
Public Institutions	E-voting	45278081	35218664	77.78	31386020	3832644	89.12	10.88
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35218664	77.78	31386020	3832644	89.12	10.88
Public Non Institutions	E-voting	63947599	4555246	7.12	4550727	4519	99.90	0.10
	Poll*		20852	0.03	20852	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4576098	7.16	4571579	4519	99.90	0.10
Total		165922515	96491597	58.15	92654434	3837163	96.02	3.98

Result : Resolution passed with requisite majority

Resolution No. 7				Payment of commission to Non-Executive Directors 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 (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	56696835	56539308	99.72	56539308	0	100.00	0.00
	Poll*		157527	0.28	157527	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		56696835	100.00	56696835	0	100.00	0.00
Public Institutions	E-voting	45278081	35218664	77.78	35218664	0	100.00	0.00
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35218664	77.78	35218664	0	100.00	0.00
Public Non Institutions	E-voting	63947599	4555451	7.12	4550177	5274	99.88	0.12
	Poll*		20852	0.03	20852	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4576303	7.16	4571029	5274	99.88	0.12
Total		165922515	96491802	58.15	96486528	5274	99.99	0.01

Result : Resolution passed with requisite majority

Resolution No. 8				Re-classification of "AKM Systems Private Limited" as public shareholders'				
Resolution required : (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes, AKM Systems Private Limited is interested, Since, it relates to its reclassification				
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	56696835	56539308	99.72	56539308	0	100.00	0.00
	Poll*		157527	0.28	157527	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		56696835	100.00	56696835	0	100.00	0.00
Public Institutions	E-voting	45278081	35218664	77.78	35218664	0	100.00	0.00
	Poll*		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35218664	77.78	35218664	0	100.00	0.00
Public Non Institutions	E-voting	63947599	4555451	7.12	4555026	425	99.99	0.01
	Poll*		20852	0.03	20852	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4576303	7.16	4575878	425	99.99	0.01
Total		165922515	96491802	58.15	96491377	425	100.00	0.00

Result : Resolution passed with requisite majority

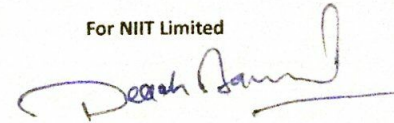
* Voting through Ballot Paper at AGM Venue

Note: Postal Ballot not applicable

Place : New Delhi

Date : September 22, 2017

For NIIT Limited



Deepak Bansal

Company Secretary

AB

To,

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

Reference: 34th Annual General Meeting (the AGM) of the Company held on Friday, 22nd September, 2017.

Sub.: Consolidated Results of voting through ballot papers on poll at AGM and through e-voting.

Dear Sir,

I have submitted separate reports on result of voting through 'e- voting' and voting through 'ballot on poll at meeting' on the resolutions contained in the notice convening the 34th Annual General Meeting of members of NIIT Limited, held on 22nd September, 2017.

I submit herewith my combined report on the consolidated results on 'e-voting' and 'voting through ballot on poll' as under:

Resolution No. 1: To receive, consider and adopt: (a) The Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon. (b) The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 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.
96492652	100	0	-	73

Resolution No. 2: To appoint Mr. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment, as a Director.

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.
90476973	93.77	6014829	6.23	73



(Handwritten Signature)

Resolution No. 3: To appoint M/s S R Batliboi & Associates LLP, Chartered Accountants, FRN 101049W/E300004 as statutory Auditors of the Company to hold office for a term of 5 consecutive years to hold office from the conclusion of this 34th Annual General Meeting (AGM) until the conclusion of the 39th AGM.

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.
96491097	99.99	705	0.01	73

Resolution No. 4: To ratify the remuneration of Cost Auditors of the Company for the financial year 2016-17.

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.
96490797	99.99	805	0.01	73

Resolution No. 5: To approve the payment of remuneration to Mr. Vijay K Thadani, Vice-Chairman and Managing Director of the Company.

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.
92654534	96.02	3837193	3.98	73

Resolution No. 6: To approve the payment of remuneration to Mr. P Rajendran, Joint Managing Director of the Company

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.
92654434	96.02	3837163	3.98	73

Resolution No. 7: To approve the payment of commission to Non Executive Directors of the Company.

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.
96486528	99.99	5274	0.01	73



Resolution No. 8: To approve re-classification of "AKM Systems Private Limited" from the category of 'Promoter/ Promoter Group Shareholder' to 'Public Shareholder'.

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.
96491377	99.99	425	0.01	73

Thanking you,

Yours truly,

For Nityanand Singh & Co.
Company Secretaries

Mhand



Nityanand Singh (Prop)
FCS 2668, COP 2388

Place: New Delhi

Date: 22.09.2017