

**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

September 10, 2015

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 32nd Annual General Meeting of the Company as per Clause 35A of the Listing Agreement

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, details of the Voting Results of the 32nd Annual General Meeting (AGM) of the Company held on Tuesday, September 8, 2015, at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi- 110074, are enclosed in the prescribed format.

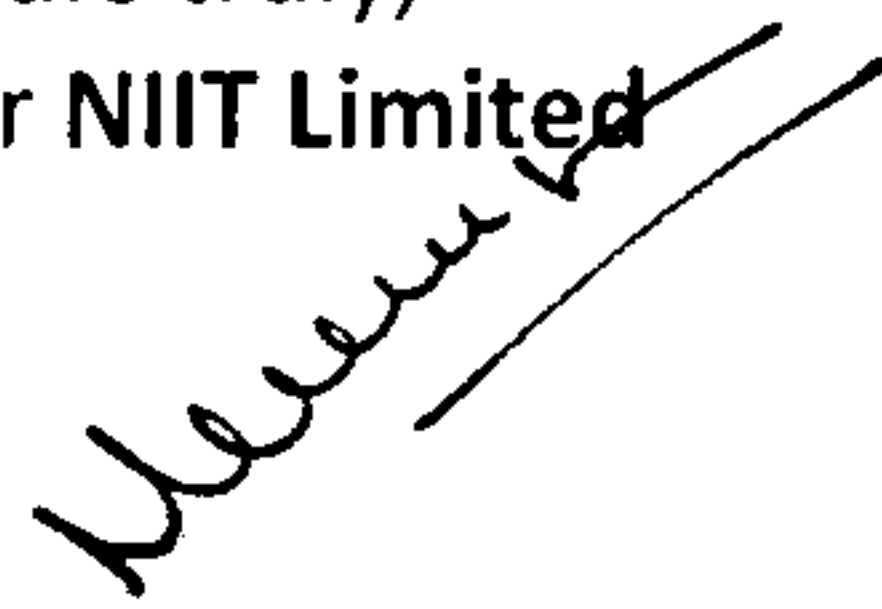
Further, we are also enclosing the Scrutinizer's Report on e-voting and voting through ballot paper.

The above are also uploaded on Company's website

Please take note of this and acknowledge the receipt.

Thanking you,

Yours truly,
For **NIIT Limited**


Mukesh Kumar
Company Secretary

Encl: a/a

Detail of Voting Results

S. No.	Particulars	Details
1	Date of AGM	September 8, 2015
2	Total No. of shareholders on record date/cut-off date (i.e. September 1, 2015, the date of determining the voting rights of shareholders)	72,000
3	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	335 9 326
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A.

Agenda-wise

The mode of voting for all resolutions was e-voting/ Ballot Paper.

Resolution No.1:

Adoption of:

- The Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the reports of the Auditors and Directors thereon.
- The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the report of the Auditors thereon

(Ordinary Resolution)

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]* 100)	(7)=[(5)/(2)] *100)
Promoter and Promoter Group	56473335	56473335	100.000	56473335	0	100.000	0.000
Public - Institutional Holders	36475859	26923156	73.811	26923156	0	100.000	0.000
Public-Others	72221403	1612710	2.233	1611337	1373	99.915	0.085
Total	165170597	85009201	51.468	85007828	1373	99.998	0.001

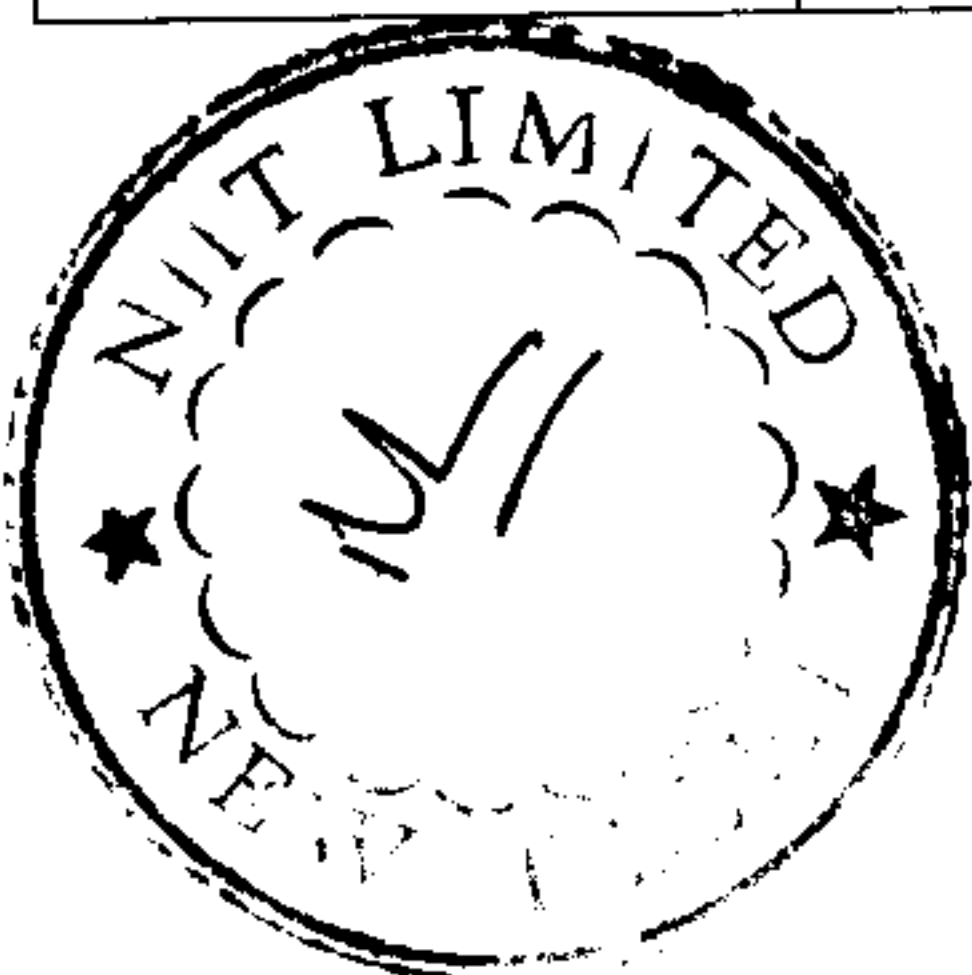


Resolution No.2: Appointment of a Director in place of Mr. P Rajendran (DIN: 00042531), who retires by rotation and being eligible, offers himself for re-appointment (**Ordinary Resolution**)

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]* 100)	(7)=[(5)/(2)] *100)
Promoter and Promoter Group	56473335	56473335	100.000	56473335	0	100.000	0.000
Public - Institutional Holders	36475859	26923156	73.811	26923156	0	100.000	0.000
Public-Others	72221403	1612340	2.236	1610367	1973	99.878	0.122
Total	165170597	85008831	51.467	85006858	1973	99.998	0.002

Resolution No.3: To ratify the appointment of M/s Price Waterhouse, Chartered Accountants, (FRN301112E), as Statutory Auditors of the Company (**Ordinary Resolution**)

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]* 100)	(7)=[(5)/(2)] *100)
Promoter and Promoter Group	56473335	56473335	100.000	56473335	0	100.00	0.00
Public - Institutional Holders	36475859	26923156	73.811	26923156	0	100.00	0.00
Public-Others	72221403	1584631	2.194	1582478	2153	99.864	0.136
Total	165170597	84981122	51.451	84978969	2153	99.998	0.002





Resolution No.4: Approval for Alteration in Authorized Share Capital of the Company (Ordinary Resolution)

Promoter/ Public	No. of Shares Held	No. of Votes Polled ^a	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]* 100)	(7)=[(5)/(2)] *100)
Promoter and Promoter Group	56473335	56473335	100.000	56473335	0	100.000	0.000
Public - Institutional Holders	36475859	26923156	73.811	26923156	0	100.000	0.000
Public-Others	72221403	1612360	2.233	1605955	6405	99.603	0.397
Total	165170597	85008851	51.467	85002446	6405	99.993	0.008

Resolution No.5: Ratification of remuneration of Cost Auditor (Ordinary Resolution)

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]* 100)	(7)=[(5)/(2)] *100)
Promoter and Promoter Group	56473335	56473335	100.000	56473335	0	100.000	0.000
Public - Institutional Holders	36475859	26923156	73.811	26923156	0	100.000	0.000
Public-Others	72221403	1612010	2.232	1608132	3878	99.759	0.241
Total	165170597	85008501	51.467	85004623	3878	99.995	0.005





Resolution No.6: Appointment of Mr. Vijay K Thadani as Managing Director of the Company (Ordinary Resolution)

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]* 100)	(7)=[(5)/(2)] *100)
Promoter and Promoter Group	56473335	56473335	100.000	56473335	0	100.000	0.000
Public - Institutional Holders	36475859	26923156	73.811	26923156	0	100.000	0.000
Public-Others	72221403	1609870	2.222	1608040	1830	99.886	0.114
Total	165170597	85006361	51.466	85004531	1830	99.998	0.002



NITYANAND SINGH & CO.
COMPANY SECRETARIES

To,

Mr. Rajendra S Pawar
(Chairman)
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi 110 019.

Sub.: Consolidated Results of e-voting and poll

Reference: 32nd Annual General Meeting (the AGM) of the Company held on Tuesday,
8th September, 2015

Dear Sir,

I have submitted separate reports on 'e- voting' and 'poll' on the resolutions contained in the notice convening the 32nd Annual General Meeting on 8th September, 2015. I Submit herewith my combined report on the results on 'e-voting' and 'poll' as under:

Resolution 1—To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2015 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, 2015 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.
85007828	99.99	1373	0.01	1065

Resolution 2 – To appoint a Director in place of Mr. P Rajendran (DIN: 00042531), 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.
85006858	99.99	1973	0.01	1065

Resolution 3 – To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN301112E), Statutory Auditors 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.
84978969	99.99	2153	0.01	1065

Resolution 4 – Approval for Alteration in Authorised Share Capital 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.
85002446	99.99	6405	0.01	1065

Resolution 5 – Ratification of 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.
85004623	99.99	3878	0.01	1065

Resolution 6 – Appointment of Mr. Vijay K Thadani as 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.
85004531	99.99	1830	0.01	1065

Thanking you,

Yours truly,

For Nityanand Singh & Co.,
Company Secretaries

N Singh



Nityanand Singh (Prop.)
FCS 2668, CP 2388

Place: New Delhi

Date: 8th September, 2015

NITYANAND SINGH & CO.
COMPANY SECRETARIES

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
32ND Annual General Meeting of the Equity shareholders
Of **NIIT Limited**

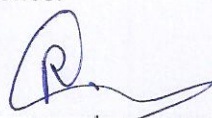
Held on **8TH Day of September, 2015** at 10:00 A.M. at
Mapple Exotica, Khasra no.123, Chhatarpur Mandir Road,
Satbari, New Delhi-110074

Dear Sir,

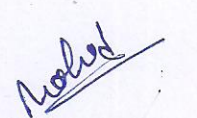
I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of **NIIT Limited** for the purpose of scrutinizing the e-voting process in a fair and transparent manner and 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 **32nd Annual General Meeting** of the members of **NIIT Limited**, held on **8TH Day of September, 2015** at 10:00 A.M. at **Mapple Exotica, Khasra no.123, Chhatarpur Mandir Road, Satbari, New Delhi-110074**. We submit our report as under:

1. The E-voting period remained open from 5th September, 2015 (9:00 am) and ended on 7th September, 2015 (5:00 pm)
2. The Shareholders holding shares as on the "cut off" date i.e. 1st September, 2015, were entitled to vote on the proposed resolutions (item no. 1 to 6) as set out in the Notice dated 17th July, 2015 of the **32nd Annual General Meeting of NIIT Limited**.

3. The votes were unblocked on **8TH Day of September, 2015** at around 11:26 A.M. in the presence of two witnesses, Mr. Ram Niwas R/o E – 324, Gali No. 75, Mahavir Enclave Part – 3, Uttam Nagar, New Delhi - 110059 and Mr. Mohit Bansal R/o H.No. 67/D-26, M. B. Extn., Badarpur, New Delhi-110044 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ram Niwas



Mohit Bansal

4. 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>)
5. The result of the E-voting is as under:

- a) **Resolution 1–To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2015 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, 2015 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
99	84987381	99.99

- (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
1	150	0.001

- (iii) **Invalid votes :**

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

- b) **Resolution 2 – To appoint a Director in place of Mr. P Rajendran (DIN: 00042531), 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
94	84986411	99.99

- (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	750	0.001

- (iii) **Invalid** votes :

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

- c) **Resolution 3 – To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN301112E), Statutory Auditors of the Company**

- (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
93	84958512	99.99

- (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	930	0.001

(iii) **Invalid votes :**

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

d) Resolution 4 – Approval for Alteration in Authorised Share Capital of the Company.

(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
95	84983761	99.99

(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	3420	0.001

(iii) **Invalid votes :**

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

e) Resolution 5 – Ratification of 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
92	84985901	99.99

- (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	930	0.001

- (iii) **Invalid** votes :

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

- f) **Resolution 6 – Appointment of Mr. Vijay K Thadani as Managing Director of the Company.**

- (iv) 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
95	84984111	99.99

- (v) 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
3	570	0.001

- (vi) **Invalid** votes :

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

6. 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 HeidelbergCement India Limited for safe keeping.

Thanking you,
Yours Sincerely,

For Nityanand Singh & Co.
(Company Secretaries)



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

Place: New Delhi

Dated: 8th September, 2015

NITYANAND SINGH & CO.

COMPANY SECRETARIES

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

32ND Annual General Meeting of the Equity shareholders

Of NIIT Limited

Held on 8TH Day of September, 2015 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 poll taken on the below mentioned resolution(s), at the 32nd Annual General Meeting of the equity shareholders of **NIIT Limited** held on **8th Day of September, 2015** at **10:00 A.M. at Mapple Exotica, Khasra no.123, Chhatarpur Mandir Road, Satbari, New Delhi-110074**, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The ballots received through post were also opened in my presence. The poll 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.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

- a) **Resolution 1—To receive, consider and adopt: (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2015 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, 2015 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 Members voted through post	Number of votes cast by them	% of total number of valid votes cast
201	26	20447	94.3

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
1	1	1223	5.64

(iii) **Invalid** votes :

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of Members voted through post whose votes were declared invalid	Total number of votes cast by them
16	4	1065

- b) **Resolution 2 – To appoint a Director in place of Mr. P Rajendran (DIN: 00042531), 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 Members voted through post	Number of votes cast by them	% of total number of valid votes cast
201	26	20447	94.36

- (ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
1	1	1223	5.64

- (iii) **Invalid** votes :

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of Members voted through post whose votes were declared invalid	Total number of votes cast by them
16	4	1065

c) Resolution 3 – To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN301112E), Statutory Auditors of the Company

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
201	26	20457	94.36

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
1	1	1223	5.64

(iii) Invalid votes :

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of Members voted through post whose votes were declared invalid	Total number of votes cast by them
16	1	1065

d) **Resolution 4 – Approval for Alteration in Authorised Share Capital of the Company.**

(i) Voted **in favour** of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
201	22	18685	86.22

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
1	5	2985	13.78

(iii) **Invalid** votes :

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of Members voted through post whose votes were declared invalid	Total number of votes cast by them
16	4	1065

e) Resolution 5 – Ratification of Remuneration of Cost Auditor

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
201	23	18722	86.40

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
1	4	2948	13.60

(iii) Invalid votes :

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of Members voted through post whose votes were declared invalid	Total number of votes cast by them
16	4	1065

f) Resolution 6 – Appointment of Mr. Vijay K Thadani as Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
201	25	20420	94.20

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of Members voted through post	Number of votes cast by them	% of total number of valid votes cast
1	2	1260	5.80

(iii) Invalid votes :

Total Number of Members present and voting(in person or by proxy) whose votes were declared invalid	Total Number of Members voted through post whose votes were declared invalid	Total number of votes cast by them
16	4	1065

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 poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

**For Nityanand Singh & Co.
(Company Secretaries)**

M. Singh



Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

Place: New Delhi

Dated: 8th September, 2015