

August 02, 2016

The Secretary
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Subject: 24th Annual General Meeting - Declaration of Results

Dear Sir,

This is in continuation to our letter dated August 01, 2016, informing that the results of the e-voting and the poll conducted at the Annual General Meeting (AGM) held on August 01, 2016, shall be announced within 48 hours from the conclusion of the meeting.

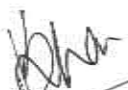

In this regard please find enclosed the following documents:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure – I.
2. Report of Scrutinizer dated August 01, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 duly countersigned by Mr. Rajendra S Pawar, Chairman & Managing Director of the Company as Annexure II.

This is for your information and records.

Yours faithfully,

For **NIIT Technologies Limited**



Lalit Kumar Sharma
Company Secretary and Legal Counsel
FCS : 6218

Encl a/a

NIIT TECHNOLOGIES LIMITED
(Annual General Meeting Voting Results)

Date of AGM/EGM	August 1, 2016
Total Number of shareholders on record date	40723
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	269
Details of Agenda	

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 the Board of 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						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares $3 = [(2)/(1)] * 100$	No. of Votes- in favour	No. of Votes- against	% 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		18848118	100	18848118	0	100	0
	Poll	18848118	0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Institution	E-Voting		26806751	83.1	26806751	0	100	0
	Poll	32257567	0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non-Institution	E-Voting		2021630	19.81	2021623	7	100	0
	Poll	10203839	11698	0.11	11698	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		61309524	47688197	77.78	47688190	7	99.99	0



2. Declaration of dividend on Equity Shares of the Company.

Resolution required: (Ordinary/ Special)		Ordinary						
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	18848118	18848118	100	18848118	0	100	0
	Poll		0	0	0	0	0	0
Public Institution	Postal Ballot (if applicable)		-	-	-	-	-	-
	E-Voting	32257567	27045441	83.84	27045441	0	100	0
Poll	0		0	0	0	0	0	
Public Non-institution	Postal Ballot (if applicable)		-	-	-	-	-	-
	E-Voting	10203839	2021778	19.81	2021771	7	100	0
Poll	11698		0.11	11698	0	100	0	
Postal Ballot (if applicable)			-	-	-	-	-	-
Total		61309524	47927035	78.17	47927028	7	99.99	0



[Handwritten signature]

3. 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											
Whether promoter/ promoter group are interested in the agenda/ resolution?		Yes, Mr. Vijay K Thadani being a Promoter is interested and hence abstained from voting.											
Category	Mode of Voting	No. of shares held	(1)	(2)	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	No. of Votes- in favour	(4)	No. of Votes- against	(5)	% of votes in favour on votes polled	$6 = \frac{(4)}{(2)} * 100$	% of votes against on votes polled	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	18848118	18846261	18846261	99.99	18846261	18846261	0	0	100	100	0	0
	Poll		0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	-	-	-
Public Institution	E-Voting	32257567	27045441	27045441	83.84	24946564	24946564	2098877	2098877	92.24	92.24	7.76	7.76
	Poll		0	0	0	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	-	-	-
Public Non-institution	E-Voting	10203839	2021775	2021775	19.81	2021498	2021498	277	277	99.99	99.99	0.01	0.01
	Poll		11698	11698	0.11	11698	11698	0	0	100	100	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-	-	-	-	-	-
Total			61309524	47925175	78.16	45826021	45826021	2099154	2099154	95.61	95.61	4.38	4.38



4. Ratify the appointment of M/s Price Waterhouse, Chartered Accountants, (Firm Registration Number FRN301112E) as Statutory Auditors to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and fix their remuneration.

Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/		No									
Category	Mode of Voting	(1) No. of shares held	(2) No. of votes polled	% of votes polled on outstanding shares $3 = \frac{(2)}{(1)} * 100$	(4) No. of Votes- in favour	No. of Votes- against (5)	% of votes in favour on votes polled $6 = \frac{(4)}{(2)} * 100$	% of votes against on votes polled $7 = \frac{(5)}{(2)} * 100$			
Promoter and Promoter Group	E-Voting	18848118	18848118	100	18848118	0	100	0			
	Poll		0	0	0	0	0				
	Postal Ballot (if applicable)		-	-	-	-	-				
Public Institution	E-Voting	32257567	26893141	83.37	26893141	0	100	0			
	Poll		0	0	0	0	0				
	Postal Ballot (if applicable)		-	-	-	-	-				
Public Non-institution	E-Voting	10203839	2021780	19.81	2020251	1529	99.92	0.08			
	Poll		11698	0.11	11698	0	100	0			
	Postal Ballot (if applicable)		-	-	-	-	-				
Total		61309524	47774737	77.92	47773208	1529	99.99	0.0032			



To,

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

Sub.: Consolidated Results on voting through ballot paper and through e-voting

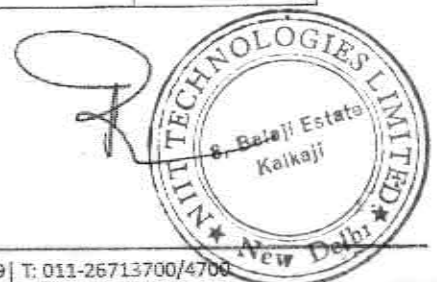
Reference: 24th Annual General Meeting (the AGM) of the Company held on Monday, 1st August, 2016

Dear Sir,

I have submitted separate reports on 'e- voting and voting by ballot paper' on the resolutions contained in the notice convening the 24th Annual General Meeting (the AGM) of the Company held on Monday, 1st August, 2016. I Submit herewith my combined report on the results on 'e- voting and voting by ballot 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, 2016 together with the Reports of the Auditors and the Directors thereon with the Reports of the Board of Directors and Auditors 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.
47688190	99.99	7	0.01	25



Resolution 2 – To declare Dividend on Equity Shares 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.
47927028	99.99	7	0.01	25

Resolution 3 – To appoint a director in place of Mr. Vijay K Thandani (DIN 00042527), 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.
45826021	95.61	2099154	4.39	25

Resolution 4 – 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 Annual General Meeting until the conclusion of the next Annual General Meeting.

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.
47773208	99.99	1529	0.01	25

Thanking you,

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

Nityanand Singh (prop.)
FCS 2668, CP 2388

Place: New Delhi
Date: 1st August, 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
24th Annual General Meeting of the Equity shareholders
Of NIIT Technologies Limited
Held on 1st Day of August, 2016 at 9:00 A.M. at
Mapple Exotica, Khasra No.123,
ChhatarpurMandir Road,
Satbari, New Delhi-110074
Dear Sir,

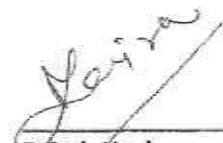
I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of NIIT Technologies Limited for the purpose of scrutinizing the e-voting process in a fair and transparent 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 24th Annual General Meeting of the members of NIIT Technologies Limited, on 1st Day of August, 2016 at 9:00 A.M. at Mapple Exotica, Khasra No.123, ChhatarpurMandir Road, Satbari, New Delhi-110074. We 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 6th May, 2016 of the 24th Annual General Meeting of NIIT Technologies Limited.



3. The votes were unblocked on 1st Day of August, 2016 at around 10:47 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

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:

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 Board of Directors and Auditors 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
242	47676492	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	7	0.00001



(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 declare Dividend on Equity Shares 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
246	47915330	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	7	0.00001

(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 appoint a director in place of Mr. Vijay K Thandani (DIN 00042527), 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
212	45814323	95.62



(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
32	2099154	4.38

(iii) Invalid votes :

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

d) Resolution 4—To Ratify the appointment of M/s Price Waterhouse, Chartered Accountant (FRN: 301112E), Statutory Auditors of the Company the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

(i) Voted in favour of the resolution:

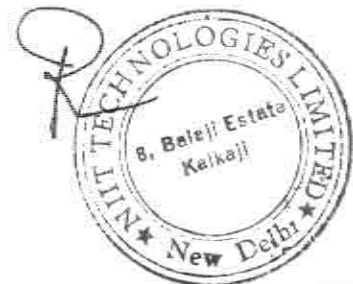
Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
239	47761510	99.997

(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
6	1529	.003

(iii) Invalid votes :

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



- 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 NIIT Technologies Limited for safe keeping.

Thanking you,
Yours Sincerely,

For Nityanand Singh & Co.
(Company Secretaries)

Nityanand Singh



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

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Place: New Delhi
Dated: 1st 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
24th Annual General Meeting of the Equity shareholders
Of NIIT Technologies Limited
Held on 1st Day of August, 2016 at 9:00 A.M. at
Mapple Exotica, Khasra No.123,
ChhatarpurMandir 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 Scrutinizer for the purpose of the Voting through Ballot Paper on the below mentioned resolution(s), at the 24th Annual General Meeting of the equity shareholders of NIIT Technologies Limited held on 1st Day of August, 2016 at 9:00 A.M. at Mapple Exotica, Khasra No.123, ChhatarpurMandir 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.



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
135	11698	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
7	25



b) **Resolution 2 – To declare Dividend on Equity Shares of the Company.**

(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
135	11698	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
7	25

c) **Resolution 3 – To appoint a director in place of Mr. Vijay K Thandani (DIN 00042527), 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
135	11698	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
7	25

d) Resolution 4 - To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN: 301112E), 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 votes cast by them	% of total number of valid votes cast
135	11698	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
7	25

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 the safe keeping.

Thanking you,
Yours faithfully,

For Nityanand Singh & Co.
(Company Secretaries)



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



Place : New Delhi
Date : 1st August, 2016