

August 04, 2015

The Secretary
Bombay Stock Exchange Ltd.
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.

Dear Sir,

Sub: Proceedings of the 23rd Annual General Meeting of the Company under clause 31 & Results of the E-Voting & Ballot of NIIT Technologies Limited pursuant to Clause 35A of the Listing Agreement

With reference to the captioned matter above, please find attached herewith the proceedings of the 23rd Annual General Meeting of the Company under Clause 31 & Results of the E-Voting & Ballot pursuant to Clause 35A of the Listing Agreement for the 23rd Annual General Meeting of NIIT Technologies Limited (the 'Company') held on August 03, 2015.

The Company had appointed CS Nityanand Singh (Membership No. FCS 2668) of M/s Nityanand Singh & Co., Company Secretaries in practice as the Scrutinizer, for conducting the E-voting & Ballot process. The Scrutinizer has submitted his Report dated August 03, 2015 to the Chairman of the Company.


The details of the voting results of the Company pursuant to Clause 35A of the Listing Agreement in respect of the Resolutions as set out under the Notice of 23rd Annual General Meeting of the Company are enclosed herewith as Annexure 1 alongwith the Scrutinizers Report.

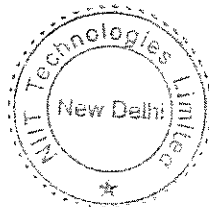
A copy of the voting results shall also available on the website of the Company and at the Registered Office of the Company.

You are further requested to take note that all the resolutions were passed with requisite majority.

Thanking you

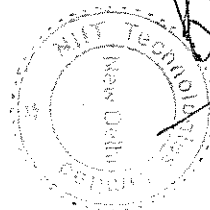
For **NIIT Technologies Limited**


Lalit Kumar Sharma
Company Secretary & Legal Head
FCS 6218

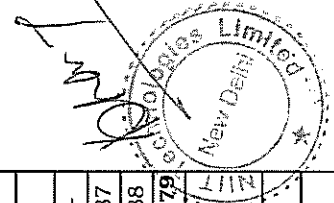


Annexure - 1

Name of the Company	NIIT Technologies Limited	
No. of the Annual General Meeting	23 rd Annual General Meeting	
Date of the meeting	Monday, August 03, 2015	
Time	9:00 A.M.	
Venue	Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi - 110 074	
Total number of shareholders on the record date (i.e. July 27, 2015, the date of determining the voting rights of shareholders)	38327	
Total No. of Shares	61,071,399	
No. of Shareholders present in the meeting either in person or through proxy		
	No. of shareholders	No. of shares held
Promoters and Promoter Group	4	4352022
Public	356	1146575
No. of Shareholders present in the meeting through video conferencing		
	No. of shareholders	No. of shares held
Promoters and Promoter Group	NIL	NIL
Public	NIL	NIL
Mode of voting	E-Voting, Ballot & Postal Ballot	



Detail of the Agenda:	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	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
1. To receive, consider and adopt: (a) the audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon;							
Ordinary business/Ordinary Resolution							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	18848118	18848118	100.0000	18848118	0	100.0000	-
Public - Institutional holders	28336645	22771714	80.3613	22771714	0	100.0000	-
Public-Others	13886636	5398315	38.8741	5398293	22	99.9995	0.0004
Total	61071399	47018147	76.9888	47018125	22	99.9999	0.0001
2. To declare dividend on equity shares.							
Ordinary business/Ordinary Resolution							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	18848118	18848118	100.0000	18848118	0	100.0000	-
Public - Institutional holders	28336645	23143627	81.6738	23143627	0	100.0000	-
Public-Others	13886636	5397567	38.8687	5397545	22	99.9995	0.0004
Total	61071399	47389312	77.5965	47389290	22	99.9999	0.0001
3. To appoint a Director in place of Mr. Rajendra S Pawar (DIN 00042516), who retires by rotation and, being eligible, offers himself for re-appointment							
Ordinary business/Ordinary Resolution							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	18848118	18848118	100.0000	18848118	0	100.0000	-
Public - Institutional holders	28336645	23143627	81.6738	20989246	2154381	90.6912	9.3087
Public-Others	13886636	5398415	38.8748	2620451	2777964	48.5411	51.4588
Total	61071399	47390160	77.5979	42457815	4932345	89.5920	10.4079
4. To ratify the appointment of M/s Price Waterhouse, Chartered Accountants (FRN 301112E), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration							
Ordinary business/Ordinary Resolution							
Mode of voting: (E-voting + Poll)							
Promoter and Promoter Group	18848118	18848118	100.0000	18848118	0	100.0000	-
Public - Institutional holders	28336645	22771714	80.3613	22552979	218735	99.0394	0.9605
Public-Others	13886636	5398415	38.8748	5398181	234	99.9956	0.0043
Total	61071399	47018247	76.9889	46799278	218969	99.5342	0.4657



5. To appoint Ms. Holly Jane Morris (DIN 06968557) as Director of the Company.										
Special business/Ordinary Resolution										
Mode of voting: (E-voting + Poll)										
Promoter and Promoter Group	18848118	18848118	100.0000	18848118	0	100.0000	18848118	0	100.0000	-
Public - Institutional holders	28336645	23143627	81.6738	23143627	0	100.0000	23143627	0	100.0000	-
Public-Others	13886636	5397410	38.8676	5397410	880	99.9836	5396530	880	99.9836	0.0163
Total	61071399	47389155	77.5963	47389155	880	99.9981	47388275	880	99.9981	0.0018

