

August 04, 2015

The Secretary  
**Bombay Stock Exchange Ltd.**  
Corporate Relationship Department ,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-400 001.

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

Dear Sir,

**Sub: Proceedings of the 23<sup>rd</sup> 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 23<sup>rd</sup> 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 23<sup>rd</sup> 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 23<sup>rd</sup> Annual General Meeting of the Company are enclosed herewith as Annexure 1 alongwith the Scrutinizers Report.

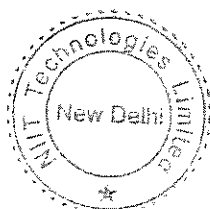
A copy of the voting results shall also available on the website of the Company and at the Registered Office of the Company.

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

**Thanking you**

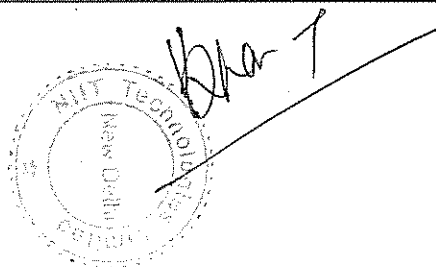
For **NIIT Technologies Limited**

  
**Lalit Kumar Sharma**  
Company Secretary & Legal Head  
FCS 6218



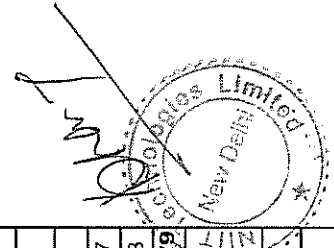
**Annexure – 1**

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



Handwritten signature and circular stamp of NIIT Technologies Limited, New Delhi.

| Detail of the Agenda:                                                                                                                                                                                                                                                                                                                                |  | No. of shares held | No. of votes polled | % of Votes Polled on outstanding<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>(6)= | % of Votes against on votes polled<br>(7)= |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------|---------------------|-------------------------------------------------------|--------------------------|------------------------|----------------------------------------------|--------------------------------------------|
| Promoter/Public                                                                                                                                                                                                                                                                                                                                      |  | (1)                | (2)                 |                                                       | (4)                      | (5)                    | [(4)/(2)]*100                                | [(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       | -             |  |  |
| Public - Institutional holders                                                 | 28336645        | 23143627        | 81.6738        | 23143627        | 0          | 100.0000       | -             |  |  |
| Public-Others                                                                  | 13886636        | 5397410         | 38.8676        | 5396530         | 880        | 99.9836        | 0.0163        |  |  |
| <b>Total</b>                                                                   | <b>61071399</b> | <b>47389155</b> | <b>77.5963</b> | <b>47388275</b> | <b>880</b> | <b>99.9981</b> | <b>0.0018</b> |  |  |

