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

July 9, 2014

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: 022-26598237, 26598238

2. The Manager
Bombay Stock Exchange Limited www.niit.com
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Fax: 022-22723121, 22722082

Dear Sir,

Sub: Clause 35A of the Listing Agreement – Details of Voting Results at the 31st Annual General Meeting of the Company

Pursuant to Clause 35A of the Listing Agreement, details of the voting results at the 31st Annual General Meeting (AGM) of the Company held on Monday, July 7, 2014 at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi- 110 074, are enclosed in the prescribed format.

Further, we are also enclosing the following documents:

1. Results of voting through electronic means and poll conducted at the AGM;
2. Scrutinizer's Report on e-voting;
3. Scrutinizer's Report on Poll.

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**

Rajesh Arora
Company Secretary

Encl: a/a

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Details of Voting Results

Sl. No.	Particulars	Details
1	Date of AGM	July 7, 2014
2	Total No. of shareholders on record date	76325
3	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 3 388
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Arranged



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(Agenda-wise)

In case of Poll/E-voting

The mode of voting for all resolutions was e-voting and Poll.

Resolution No.1:
Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014 (Ordinary Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4969940	7.58	4969178	762	99.985	0.015
Grand Total	165145597	87062681	52.72	87061919	762	99.999	0.001

Resolution No.2:

To declare dividend on equity shares (Ordinary Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4969670	7.58	4969098	572	99.988	0.012
Grand Total	165145597	87062411	52.72	87061839	572	99.999	0.001

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Resolution No.3:
To appoint a Director in place of Mr. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20839213	4780193	81.342	18.658
Public-Others	65561246	4958295	7.56	4951283	7012	99.859	0.141
Grand Total	165145597	87051036	52.71	82263831	4787205	94.501	5.499

Resolution No.4:
To appoint M/s Price Waterhouse, Chartered Accountants, Firm Registration Number FRN301112E), as Statutory Auditors of the Company (Ordinary Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4957882	7.56	4949824	8058	99.837	0.163
Grand Total	165145597	87050623	52.71	87042565	8058	99.991	0.009



Resolution No.5:
Payment of Remuneration to Mr. P Rajendran (DIN: 00042531), COO & Whole-time Director of the Company for the financial year 2013-14 (Special Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20224148	5395258	78.941	21.059
Public-Others	65561246	4957685	7.56	4950367	7318	99.852	0.148
Grand Total	165145597	87050426	52.71	81647850	5402576	93.794	6.206

Resolution No.6:
Payment of Commission to Non-Executive Directors of the Company for financial year 2013-14 (Special Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20224148	5395258	78.941	21.059
Public-Others	65561246	4966205	7.57	4959530	6675	99.866	0.134
Grand Total	165145597	87058946	52.72	81657013	5401933	93.795	6.205

Resolution No.7:
Payment of Minimum Remuneration to Mr. Rajendra S Pawar (DIN: 00042516), Chairman and Managing Director of the Company (Special Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	22553024	3066382	88.031	11.969
Public-Others	65561246	4963945	7.57	4961545	2400	99.952	0.048
Grand Total	165145597	87056686	52.72	83987904	3068782	96.475	3.525

Resolution No.8:
Re-appointment of Mr. Vijay K Thadani (DIN: 00042527) as CEO & Whole-time Director of the Company (Special Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20839213	4780193	81.342	18.658
Public-Others	65561246	4965735	7.57	4960880	4855	99.902	0.098
Grand Total	165145597	87058476	52.72	82273428	4785048	94.504	5.496

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Resolution No.9:
Re-appointment of Mr. P Rajendran (DIN: 00042531) as COO & Whole time Director of the Company
(Special Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4966472	7.58	4964785	1687	99.966	0.034
Grand Total	165145597	87059213	52.72	87057526	1687	99.998	0.002

Resolution No.10:
Appointment of Mr. Anand Sudarshan, (DIN: 00827862) as an Independent Director of the Company
(Ordinary Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4965922	7.57	4963334	2588	99.948	0.052
Grand Total	165145597	87058663	52.72	87056075	2588	99.997	0.003

NIIT LTD. New Delhi

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Resolution No.11:
Appointment of Ms. Geeta Mathur, (DIN: 02139552) as an Independent Director of the Company
(Ordinary Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4966285	7.58	4959826	6459	99.870	0.130
Grand Total	165145597	87059026	52.72	87052567	6459	99.993	0.007

Resolution No.12:
Appointment of Mr. Sanjay Khosla, (DIN: 00981819) as an Independent Director of the Company
(Ordinary Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	20224148	5395258	78.941	21.059
Public-Others	65561246	4965972	7.57	4958324	7648	99.846	0.154
Grand Total	165145597	87058713	52.72	81655807	5402906	93.794	6.206

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Resolution No.13:
Appointment of Mr. Surendra Singh, (DIN: 00003337) as an Independent Director of the Company
(Ordinary Resolution)

Promoter/Public	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	56473335	56473335	100.00	56473335	0	100.000	0.000
Public - Institutional Holders	43111016	25619406	59.43	25619406	0	100.000	0.000
Public-Others	65561246	4965911	7.57	4958263	7648	99.846	0.154
Grand Total	165145597	87058652	52.72	87051004	7648	99.991	0.009

NIIT LTD New Delhi

S. C. Vasudeva & Co.
Chartered Accountants

B-41, Panchsheel Enclave, New Delhi-110017
Tel: +91-11- 26499111/222/444/555
Fax: +91-11- 41749444
E-mail: info@scvasudeva.com
Website: www.scvasudeva.com

Scrutinizer's Report

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
31st Annual General Meeting of the Equity Shareholders
Of NIIT Limited,
Held on 7th day of July, 2014 at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi 110074.

Dear Sir,

I, Abhinav Khosla, Partner of M/s. S. C. Vasudeva & Co., a Chartered Accountant Firm having its registered office at B – 41, Panchsheel Enclave, New Delhi – 110017, have been appointed as a Scrutinizer of NIIT Limited ("the Company") for the purpose of the poll taken on the below mentioned resolution(s), at the 31st Annual General Meeting of the Equity Shareholders of NIIT Limited, held on 7th day of July, 2014 at 10:00 a.m. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi 110074.We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, three ballot boxes kept for polling were locked in our presence with due identification marks placed by us.

2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. 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.

S. C. Vasudeva & Co. New Delhi Chartered

Other Offices

New Delhi
D-62, Panchsheel Enclave, New Delhi-110017
Tel: +91-11- 26497629 / 30 Fax: +91-11- 41749444

Ludhiana
B-XIX-220, Rani Jhansi Road, Near SBI Treasury Branch, Ghumar Mandi,
Ludhiana-141001, (Punjab) Tel: +91-161-2774527 Fax: +91-161-2771618

4. The result of the Poll is as under:

a) Resolution 1 – Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.

(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
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

b) Resolution 2 - To declare dividend on equity shares.

(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
186	15750050	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
0	0	0

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(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

c) Resolution 3 - To appoint a Director in place of Mr. Vijay K Thadani (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
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

d) Resolution 4 - To appointment M/s. Price Waterhouse, Chartered Accountants, Firm Registration Number (FRN301112E), as 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
186	15750050	100%

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(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

e) Resolution 5 – Payment of remuneration to Mr. P. Rajendran (DIN : 00042531), COO & Whole Time Director of the company for Financial Year 2013 – 14.

(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
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

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f) Resolution 6 – Payment of commission to Non – Executive Directors 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
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

g) Resolution 7 – Payment of minimum remuneration to Mr. Rajendra S Pawar (DIN: 00042516), Chairman and 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 votes cast by them	% of total number of valid votes cast
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

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h) Resolution 8 – Re – appointment of Mr. Vijay K Thadani (DIN: 00042527) as CEO & Whole – Time Director 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
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

i) Resolution 9 – Re – appointment of Mr. P Rajendran (DIN: 00042531) as COO & Whole – Time Director 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
186	15750050	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
0	0	0

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(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

j) Resolution 10 – Appointment of Mr. Anand Sudarshan (DIN: 00827862) as an Independent Director 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
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

k) Resolution 11 - Appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director 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
186	15750050	100%

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(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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

l) Resolution 12 – Appointment of Mr. Sanjay Khosla (DIN: 00981819) as an Independent Director 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
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

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m) Resolution 13 – Appointment of Mr. Surendra Singh (DIN: 00003337) as an Independent Director 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
186	15750050	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
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	769323

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 S.C. VASUDEVA & CO.

Abhinav Khosla **Partner**
Membership No.:087010
Partner, S.C. Vasudeva & Co.
Chartered Accountants
(FRN 000235N)

S.C. Vasudeva & Co. New Delhi Chartered Accountants

Place: New Delhi
Dated: 07.07.2014

S. C. Vasudeva & Co.
Chartered Accountants

B-41, Panchsheel Enclave, New Delhi-110017
Tel: +91-11- 26499111/222/444/555
Fax: +91-11- 41749444
E-mail: info@scvasudeva.com
Website: www.scvasudeva.com

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi)of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
31st Annual General Meeting of the Equity Shareholders
Of NIIT Limited, to be held on 7th day of July, 2014 at 10:00 a.m.
at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi 110074.

Dear Sir,

I, Abhinav Khosla, Partner of M/s. S. C. Vasudeva & Co., a Chartered Accountant Firm having its registered office at B – 41, Panchsheel Enclave, New Delhi – 110017, have been appointed as a Scrutinizer of NIIT Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the 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 31st Annual General Meeting of the Equity Shareholders of NIIT Limited, to be held on 7th day of July, 2014 at 10:00 a.m. at Mapple Exotica, Khasra No. 123, Chattarpur Mandir Road, Satbari, New Delhi 110074.We submit our report as under:

1. The e-voting period remained open from Tuesday 1st July, 2014 (9.00 a.m. IST) to Thursday 3rd July, 2014 (6.00 p.m. IST).

2. The shareholders holding shares as on the "cut off" date i.e. 30th May, 2014 were entitled to vote on the proposed resolutions (item no.1 to 13 as set out in the Notice of the 31st AGM of NIIT Limited).

3. The votes were unblocked on 3rd July, 2014 around 6:53 p.m. in the presence of two witnesses, Ms. Resham Goyal (1st Floor, J – 1/137, DDA Flats, Kalkaji, New Delhi 110019) and Mr. Akash Balodi (13/468, Lodhi Colony, New Delhi – 110003) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Resham Goyal

Name : Akash Balodi

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Other Offices

New Delhi
D-62, Panchsheel Enclave, New Delhi-110017
Tel: +91-11- 26497629 / 30 Fax: +91-11- 41749444

Ludhiana
B-XIX-220, Rani Jhansi Road, Near SBI Treasury Branch, Ghumar Mandi,
Ludhiana-141001, (Punjab) Tel: +91-161-2774527 Fax: +91-161-2771618

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 (https://www.evoting.nsdl.com/) and attached as per Annexure A.

5. The result of the e-voting is as under:

a) **Resolution 1 – Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.**

(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
148	71311869	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
3	762	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

b) **Resolution 2 – To declare dividend on equity shares.**

(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
150	71311789	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
2	572	0.01%

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

c) Resolution 3 – To appoint a Director in place of Mr. Vijay K Thadani (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
135	66513781	93.29%

(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
13	4787205	6.71%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

d) Resolution 4 – To appointment M/s. Price Waterhouse, Chartered Accountants, Firm Registration Number (FRN301112E), as 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
129	71292515	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
19	8058	0.01%

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

e) Resolution 5 – Payment of remuneration to Mr. P. Rajendran (DIN : 00042531), COO & Whole Time Director of the company for Financial Year 2013 – 14.

(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
127	65897800	92.42%

(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
21	5402576	7.58%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

f) Resolution 6 – Payment of commission to Non – Executive Directors 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
119	65906963	92.42%

(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
29	5401933	7.58%

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

g) Resolution 7 – Payment of Minimum Remuneration to Mr. Rajendra S Pawar (DIN: 00042516), Chairman and Managing Director 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
135	68237854	95.70%

(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
12	3068782	4.30%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

h) Resolution 8 – Re – appointment of Mr. Vijay K Thadani (DIN: 00042527) as CEO & Whole – Time Director 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
134	66523378	93.29%



(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
15	4785048	6.71%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

i) Resolution 9 – Re – appointment of Mr. P Rajendran (DIN: 00042531) as COO & Whole – Time Director 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
139	71307476	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
12	1687	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

j) Resolution 10 – Appointment of Mr. Anand Sudarshan (DIN: 00827862) as an Independent Director 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
136	71306025	99.99%

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(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
13	2588	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

k) Resolution 11 - Appointment of Ms. Geeta Mathur, (DIN: 02139552) as an Independent Director 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
134	71302517	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
14	6459	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

l) Resolution 12 – Appointment of Mr. Sanjay Khosla (DIN: 00981819) as an Independent Director 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
129	65905757	92.42%

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(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
21	5402906	7.58%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

m) Resolution 13 – Appointment of Mr. Surendra Singh (DIN: 00003337) as an Independent Director of the Company.

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

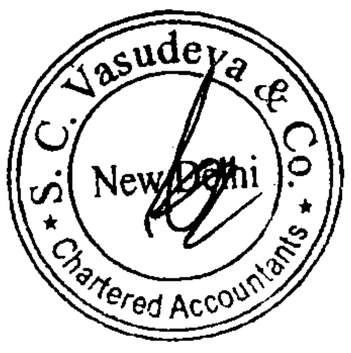
Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
137	71300954	99.99%

(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
13	7648	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



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 the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Abhinav Khosla.

Abhinav Khosla
Partner, S.C. Vasudeva & Co.
Chartered Accountants
(FRN 000235N)
Membership No.:087010

S.C. Vasudeva & Co. New Delhi Chartered Accountants

Place: New Delhi
Dated: 04.07.2014

Welcome MR. ABHINAV KHOSLA (AKHOSLA) Last Login Time: 2014-07-04 16:19

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e-Voting

View/Authorize e-Voting Results

ISIN Name	:	***NIIT LIMITED EQ NEW RS. 2/-***			
EVEN	:	100305	ISIN	:	INE161A01038
Resolution File	:	*Download File*	Logo File	:	*Download File*
Record Date	:	2014-05-30	Voting Start Date	:	2014-07-01
Voting End Date	:	2014-07-03	Voting Result Date	:	2014-07-09

Resolution : **Ordinary business**

Description : **Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014**

I/We Assent To The Resolution(For/ Yes/ Favour)	**71311869.000**
I/We Dissent To The Resolution(Against/ No)	**762.000**

Resolution : **Ordinary business**

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ANNEXURE - A

Description : **To declare dividend on equity shares**

I/We Assent To The Resolution(For/ Yes/ Favour)	71311789.000
I/We Dissent To The Resolution(Against/ No)	572.000

Resolution : **Ordinary business**

Description : **To appoint a Director in place of Mr. Vijay K Thadani (DIN: 00042527), who retires by rotation and being eligible, offers himself for re-appointment**

I/We Assent To The Resolution(For/ Yes/ Favour)	66513781.000
I/We Dissent To The Resolution(Against/ No)	4787205.000

Resolution : **Ordinary business**

Description : **To appoint M/s Price Waterhouse, Chartered Accountants, Firm Registration Number (FRN301112E), as Statutory Auditors of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	71292515.000
I/We Dissent To The Resolution(Against/ No)	8058.000

Resolution : **Special Business**

Description : **Payment of Remuneration to Mr. P Rajendran (DIN: 00042531), COO & Whole-time Director of the Company for the financial year 2013-14**

I/We Assent To The Resolution(For/ Yes/ Favour)	65897800.000
I/We Dissent To The Resolution(Against/ No)	5402576.000

Resolution : **Special Business**

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Description : **Payment of Commission to Non-Executive Directors of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	65906963.000
I/We Dissent To The Resolution(Against/ No)	5401933.000

Resolution : **Special Business**

Description : **Payment of Minimum Remuneration to Mr. Rajendra S Pawar (DIN: 00042516), Chairman and Managing Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	68237854.000
I/We Dissent To The Resolution(Against/ No)	3068782.000

Resolution : **Special Business**

Description : **Re-appointment of Mr. Vijay K Thadani (DIN: 00042527) as CEO & Whole-time Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	66523378.000
I/We Dissent To The Resolution(Against/ No)	4785048.000

Resolution : **Special Business**

Description : **Re-appointment of Mr. P Rajendran (DIN: 00042531) as COO & Whole time Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	71307476.000
I/We Dissent To The Resolution(Against/ No)	1687.000

Resolution : **Special Business**

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Description : **Appointment of Mr. Anand Sudarshan, (DIN: 00827862) as an Independent Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	71306025.000
I/We Dissent To The Resolution(Against/ No)	2588.000

Resolution : **Special Business**

Description : **Appointment of Ms. Geeta Mathur, (DIN: 02139552) as an Independent Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	71302517.000
I/We Dissent To The Resolution(Against/ No)	6459.000

Resolution : **Special Business**

Description : **Appointment of Mr. Sanjay Khosla, (DIN: 00981819) as an Independent Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	65905757.000
I/We Dissent To The Resolution(Against/ No)	5402906.000

Resolution : **Special Business**

Description : **Appointment of Mr. Surendra Singh, (DIN: 00003337) as an Independent Director of the Company**

I/We Assent To The Resolution(For/ Yes/ Favour)	71300954.000
I/We Dissent To The Resolution(Against/ No)	7648.000

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