

September 22, 2017

**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

**The Manager
BSE Limited**

Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Sub: Details of Voting Results of the 25th Annual General Meeting of the Company as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the Voting Results of the 25th Annual General Meeting (AGM) of the Company held on Friday, September 22, 2017 at 09.00 A.M. at The Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi- 110074, are enclosed in the prescribed format under Regulation 44 of SEBI Regulations.

Based on the report of the scrutinizer the result of the e-voting, and voting through poll has been announced today by the Chairman that following resolutions (as per the Notice dated May 05, 2017) have been passed by the requisite majority.

S. No.	Particulars of Business	Nature of Resolution
Ordinary Business :		
1.	Adoption of: a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2017 together with Report of the Auditors thereon;.	Ordinary
2.	Declaration of dividend on Equity Shares of the Company for the Financial Year ended March 31, 2017	Ordinary
3.	Re-appointment of Mr. Arvind Thakur (DIN 00042534), who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary

4.	Appointment of S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), as Statutory Auditors of the Company in place of the retiring Auditors Price Waterhouse Chartered Accountants (Firm Registration No. 301112E), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company.	Ordinary
Special Business :		
5.	Appointment of Ms. Holly Jane Morris (DIN 06968557) as Independent Director of the Company	Special

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

Please note that the aforesaid results and scrutinizer's Report are available on the website of the Company www.niit-tech.com and National Securities Depository Limited www.evoting.nsdl.com.

Please take note of the above and acknowledge the receipt.

Thanking you,

Yours truly,

For **NIIT Technologies Limited**



Lalit Kumar Sharma

Company Secretary and Legal Counsel

Encl: a/a

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt: (a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2017 together with Report of the Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18848118	18847259	99.9954	18847259	0	100.0000	0.0000
	Poll		859	0.0046	859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18848118	18848118	100.0000	18848118	0	100.0000	0.0000
Public-Institutions	E-Voting	33942819	26462733	77.9627	26462733	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	33942819	26462733	77.9627	26462733	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8626587	1996181	23.1399	1996081	100	99.9950	0.0050
	Poll		8483	0.0983	8483	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8626587	2004664	23.2382	2004564	100	99.9950	0.0050
	Total	61417524	47315515	77.0391	47315415	100	99.9998	0.0002
Whether resolution is Pass or Not.							YES	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2017.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18848118	18847259	99.9954	18847259	0	100.0000	0.0000
	Poll		859	0.0046	859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18848118	18848118	100.0000	18848118	0	100.0000	0.0000
Public-Institutions	E-Voting	33942819	26666233	78.5622	26666233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	33942819	26666233	78.5622	26666233	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8626587	1996483	23.1434	1996433	50	99.9975	0.0025
	Poll		8483	0.0983	8483	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8626587	2004966	23.2417	2004916	50	99.9975	0.0025
Total		61417524	47519317	77.3709	47519267	50	99.9999	0.0001
Whether resolution is Pass or Not.							YES	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reappoint Mr. Arvind Thakur (DIN 00042534), who retires by rotation and, being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18848118	18847259	99.9954	18847259	0	100.0000	0.0000
	Poll		859	0.0046	859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18848118	18848118	100.0000	18848118	0	100.0000	0.0000
Public- Institutions	E-Voting	33942819	26666233	78.5622	26231517	434716	98.3698	1.6302
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	33942819	26666233	78.5622	26231517	434716	98.3698	1.6302
Public- Non Institutions	E-Voting	8626587	1996176	23.1398	1996010	166	99.9917	0.0083
	Poll		8483	0.0983	8483	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8626587	2004659	23.2381	2004493	166	99.9917	0.0083
Total		61417524	47519010	77.3704	47084128	434882	99.0848	0.9152
Whether resolution is Pass or Not.							YES	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), as Statutory Auditors of the Company in place of the retiring Auditors Price Waterhouse Chartered Accountants (Firm Registration No. 301112E), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18848118	18847259	99.9954	18847259	0	100.0000	0.0000
	Poll		859	0.0046	859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18848118	18848118	100.0000	18848118	0	100.0000	0.0000
Public-Institutions	E-Voting	33942819	26666233	78.5622	26666233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	33942819	26666233	78.5622	26666233	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8626587	1996231	23.1404	1995897	334	99.9833	0.0167
	Poll		8483	0.0983	8483	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8626587	2004714	23.2388	2004380	334	99.9833	0.0167
Total		61417524	47519065	77.3705	47518731	334	99.9993	0.0007
Whether resolution is Pass or Not.							YES	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Ms. Holly Jane Morris (DIN 06968557) as Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18848118	18847259	99.9954	18847259	0	100.0000	0.0000
	Poll		859	0.0046	859	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18848118	18848118	100.0000	18848118	0	100.0000	0.0000
Public- Institutions	E-Voting	33942819	26666233	78.5622	26500854	165379	99.3798	0.6202
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	33942819	26666233	78.5622	26500854	165379	99.3798	0.6202
Public- Non Institutions	E-Voting	8626587	1996231	23.1404	1995448	783	99.9608	0.0392
	Poll		8483	0.0983	8483	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8626587	2004714	23.2388	2003931	783	99.9609	0.0391
Total		61417524	47519065	77.3705	47352903	166162	99.6503	0.3497
Whether resolution is Pass or Not.							YES	

For **NIIT Technologies Limited**



Lalit Kumar Sharma

Company Secretary & Legal Counsel

To,

Shri Rajendra S Pawar
(Chairman)

NIIT TECHNOLOGIES LIMITED ("The Company")

8, Balaji Estate, First Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi 110019.

Sub.: Consolidated Results of voting through ballot paper at meeting and through e-voting.

Reference: 25th Annual General Meeting (the AGM) of the Company held on Friday, 22nd September, 2017

Dear Sir,

I have submitted separate reports on result of voting through 'e- voting and voting by ballot on poll at meeting' on the resolutions contained in the notice convening the 25th Annual General Meeting (the AGM) of the Company held on Friday, 22nd September, 2017.

I submit herewith my combined report on the consolidated results on 'e-voting and voting by ballot' as under:

Resolution 1- To receive, consider and adopt: (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 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, 2017 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.
47315415	99.99	100	0.01	10



[Handwritten signature]

Resolution 2 – To declare Dividend on Equity Shares of the Company for the Financial year ended March, 2017.

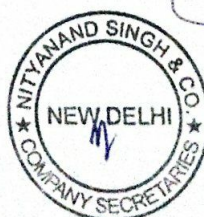
Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast.	Nos.
47519267	99.99	50	0.01	10

Resolution 3 – To reappoint Mr. Arvind Thakur (DIN 00042534), 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.
47084128	99.08	434882	0.92	10

Resolution 4– To appoint S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), Statutory Auditors of the Company at such remuneration as may be fixed by the Board of Directors 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.
47518731	99.99	334	0.01	10



Resolution 5– To appoint Ms. Holly Jane Morris (DIN 06968557) as Independent Director of the Company not liable to retire by rotation, for a second term not exceeding 5 (five) years, w.e.f. April 1, 2017 on the terms and conditions in the Letter of appointment to be issued by 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.
47352903	99.65	166162	0.35	10

Thanking you,

Yours truly,

**For Nityanand Singh & Co.,
Company Secretaries**

**Nityanand Singh (Prop.)
FCS 2668, CP 2388**

Place: New Delhi

Date: 22nd September, 2017

