



MANAGED
TRAINING
SERVICES

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Gurugram 122 001, Haryana, India
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September 24, 2024

The Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Sub: Voting Results of 22nd Annual General Meeting of NIIT Learning Systems Limited ("the Company") pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Scrp Code: BSE – 543952; NSE – NIITMTS

Dear Sir/Madam,

This is in continuation to our earlier letter dated September 24, 2024 for submission of summary of the proceedings of 22nd Annual General Meeting of the Company held on Tuesday, September 24, 2024, at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to the requirement of Regulation 44(3) of the Listing Regulations, we hereby submit the Voting Results (e-Voting) of said 22nd Annual General Meeting ("the AGM"/ "the Meeting") of the Company .

The Company Secretary & Compliance Officer (duly authorized by the Chairman), based on the report of the Scrutinizer on the remote e-Voting and e-Voting at the AGM, announces that the following resolutions (as per Notice of the AGM dated May 22, 2024) have been passed by the Members with requisite majority.

S. No.	Particulars of Business	Nature of Resolution
Ordinary Business		
1.	Adoption of: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and 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, 2024, and the report of the Auditors thereon.	Ordinary
2.	Appointment of Mr. Rajendra Singh Pawar (DIN: 00042516) as a director, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
3.	Appointment of Mr. Vijay Kumar Thadani (DIN: 00042527) as a director, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4.	Declaration of final dividend on Equity Shares of the Company for the financial year ended March 31, 2024	Ordinary
Special Business		
5.	Ratification of the remuneration of Cost Auditor for the financial year 2023-24	Ordinary



NIIT Learning Systems Limited
(Formerly MindChampion Learning Systems Limited)

Registered Office: Plot No. 85, Sector 32, Institutional Area,
Gurugram 122 001, Haryana, India | Tel: +91 (124) 4293000 | CIN: L72200HR 2001 PLC 099478

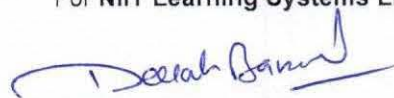
A copy of voting results in the prescribed format under Regulation 44 of the Listing Regulations along with the Scrutinizer's Consolidated Report on remote e-Voting and e-Voting at the AGM is attached herewith.

Please note that the aforesaid Results and Scrutinizer's Report are available on the website of the Company at www.niitmts.com and National Securities Depository Limited at www.evoting.nsdl.com.

Please take note of the above and acknowledge receipt.

Thanking you,

Yours truly,
For **NIIT Learning Systems Limited**



Deepak Bansal
Company Secretary
& Compliance Officer



Encl.: a/a



CORPNEXUS SERVICES LLP
Company Secretaries & legal consultants

671, Aggarwal Cyber Plaza II
Netaji Subhash Place, Pitampura, Delhi 110034
Ph: 91- 9811555848, 011- 41354447
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Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended]

To,
The Chairman
NIIT Learning Systems Limited
Plot No. 85, Sector 32,
Institutional Area,
Gurugram - 122001,
Haryana

Subject: Scrutinizer's Report on 22nd Annual General Meeting ("AGM") of Members of the Company held on Tuesday, 24th day of September 2024 at 10:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

Dear Sir,

I, Milan Malik, partner of "Corpnexus Services LLP", Company Secretaries and Legal consultants having office at 671, Aggarwal Cyber Plaza - II, Netaji Subhash Place, Pitampura, Delhi - 110034, have been appointed as the Scrutinizer by the Board of Directors of the **NIIT Learning Systems Limited ("the Company")**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per General Circular 09/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs ('MCA') and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), to conduct the remote e-Voting and e-Voting process at AGM in respect of the below mentioned resolutions proposed at the 22nd AGM of the members of the Company held on Tuesday, 24th day of September 2024 (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

In the above matter, I submit my Report as under:

- (i) The notice dated May 22, 2024, was sent to the shareholders through electronic mode to all those Members whose email addresses were registered with the Company/ Depositories, in compliance with the Circulars.
- (ii) The Company had availed the e-Voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-Voting by the Shareholders of the Company.

For **CORPNEXUS SERVICES LLP**

Designated Partner



- (iii) The voting period for remote e-Voting commenced on Thursday, September 19, 2024 (9:00 A.M. IST) and ends on Monday, September 23, 2024 (5:00 P.M. IST) and the remote e-Voting module was disabled by NSDL for voting thereafter.
- (iv) The Company had also provided e-Voting facility to the shareholders attending the AGM through VC / OAVM and who had not cast their vote earlier.
- (v) The shareholders of the Company holding shares as on the "cut-off" date i.e., Tuesday, September 17, 2024, were entitled to vote on the resolutions as stated in the Notice of the AGM.
- (vi) I have scrutinized and reviewed the process for remote e-Voting and e-Voting at AGM and votes cast therein based on the data downloaded from the NSDL e-Voting system.
- (vii) I had monitored the process of remote e-Voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (viii) My responsibility as a Scrutinizer for the e-Voting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in Notice dated 22nd May, 2024 based on the reports generated from the e-Voting system provided by NSDL, the Authorized agency engaged to provide e-Voting facilities, to the company.
- (ix) Particulars of all remote e-Voting received from the members have been entered in the register maintained for that purpose.
- (x) The Company had also published advertisements in the newspaper for intimation of 22nd AGM and on 01st September, 2024 for completion of dispatch of AGM Notice and Annual Report and e-Voting information in Financial Express (English edition) and Jansatta (Hindi edition).
- (xi) After the Conclusion of the e-Voting at the 22nd AGM, the votes cast by the members through remote e-Voting system and through remote e-Voting at the AGM were downloaded on September 24th, 2024 at around 11:15 A.M. (IST) in the presence of two witnesses namely, Ms. Amanpreet Kaur, R/o J-Block, H. No. 751, Vikas Puri, Delhi-110018 and Mr. Nipun Sharma, R/o H. No. 110, Balbir Nagar, Shahdara, Delhi-110032, both of whom are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.



(Amanpreet Kaur)



(Nipun Sharma)

For CORPNEXUS SERVICES LLP



Designated Partner



(xii) The notice of AGM provided the following resolutions for approval by the members:

Resolution No.	Type of Business	Particulars	Type of Resolution
1.	Ordinary Business	To receive, consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and 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, 2024, and the report of the Auditors thereon.	Ordinary Resolution
2	Ordinary Business	To appoint Mr. Rajendra Singh Pawar (DIN: 00042516) as a director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
3	Ordinary Business	To appoint Mr. Vijay Kumar Thadani (DIN: 00042527) as a director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4	Ordinary Business	To declare final dividend on Equity Shares of the Company for the financial year ended March 31, 2024.	Ordinary Resolution
5	Special Business	To ratify the remuneration of Cost Auditor for the financial year 2023-24	Ordinary Resolution

(xiii) Following is summary of the results of the remote e-voting and e-voting at the AGM on the resolution(s):

ORDINARY BUSINESS:-

1) Ordinary Resolution

To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and 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, 2024, and the report of the Auditors thereon.

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

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Designated Partner



(A) Number of Votes cast through remote e-Voting for the Resolution No. 1

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting.	538	9,76,77,022

(B) Summary of votes cast through remote e-Voting and e-Voting at AGM in favour and against the Ordinary Resolution is as under:

S. No.	Particulars	No. of members who cast valid votes	No. of votes cast by them	% of total number of valid votes cast
1	In favour of the Resolution	527	9,76,76,209	99.9992
2	Against the Resolution	11	813	0.0008
Total		538	9,76,77,022	100

(C) Number of members whose votes were declared invalid, and number of invalid votes cast by them- NIL

2) Ordinary Resolution

To appoint Mr. Rajendra Singh Pawar (DIN: 00042516) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 2

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting.	543	9,79,18,574

(B) Summary of votes cast through remote e-Voting and e-Voting at the AGM in favour and against the Ordinary Resolution is as under:

S. No.	Particulars	No. of members who cast valid votes	No. of votes cast by them	% of total number of valid votes cast
1	In favour of the Resolution	512	9,73,47,895	99.4172
2	Against the Resolution	31	5,70,679	0.5828
Total		543	9,79,18,574	100

For CORPNEXUS SERVICES LLP

Designated Partner



(C) Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

3) Ordinary Resolution

To appoint Mr. Vijay Kumar Thadani (DIN: 00042527) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 3

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting.	545	9,79,18,574

(B) Summary of votes cast through remote e-Voting and e-Voting at the AGM in favour and against the Ordinary Resolution is as under:

S. No.	Particulars	No. of members who cast valid votes	No. of votes cast by them	% of total number of valid votes cast
1	In favour of the Resolution	493	9,46,19,528	96.6308
2	Against the Resolution	52	32,99,046	3.3692
	Total	545	9,79,18,574	100

(C) Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

4) Ordinary Resolution

To declare final dividend on Equity Shares of the Company for the financial year ended March 31, 2024

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 4

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting.	540	9,79,40,186

For CORPNEXUS SERVICES LLP

Designated Partner



(B) Summary of votes cast through remote e-Voting and e-Voting at the AGM in favour and against the Ordinary Resolution is as under:

S. No.	Particulars	No. of members who cast valid votes	No. of votes cast by them	% of total number of valid votes cast
1	In favour of the Resolution	530	9,79,39,378	99.9992
2	Against the Resolution	10	808	0.0008
	Total	540	9,79,40,186	100

(C) Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

5) Ordinary Resolution

To ratify the remuneration of Cost Auditor for the financial year 2023-24

Based on the scrutiny, the summary of the results under remote e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting for the Resolution No. 5

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting.	539	9,79,18,574

(B) Summary of votes cast through remote e-Voting and e-Voting at the AGM in favour and against the Ordinary Resolution is as under:

S. No.	Particulars	No. of members who cast valid votes	No. of votes cast by them	% of total number of valid votes cast
1	In favour of the Resolution	524	9,79,16,871	99.9983
2	Against the Resolution	15	1,703	0.0017
	Total	539	9,79,18,574	100

(C) Number of members whose votes were declared invalid, and number of invalid votes cast by them-NIL

I have on the reckoning of voting rights of the shareholders based on the paid up value of the shares registered in their names found that the above 5 (five) Resolutions have been duly passed as an Ordinary Resolution with requisite majority. You may accordingly declare the result of the remote e-Voting.

For CORPNEXUS SERVICES LLP

(Signature)

Designated Partner



The voting results as per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is enclosed as **Annexure A**.

Thanking you,

Yours truly

For CORPNEXUS SERVICES LLP

For CORPNEXUS SERVICES LLP

LLPIN: ACF-9341


Designated Partner

Milan Malik

(Designated Partner)

FCS: 9888

COP: 16614

UDIN: F009888F001295414

Place: New Delhi

Date: 24th September, 2024



Annexure-A

NIIT Learning Systems Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of AGM	September 24, 2024
Total number of shareholders as on the Cut-Off date	75,344
No. of shareholders present in the meeting through Video Conferencing:	
Promoters and Promoter Group:	9
Public:	152

Resolution : I. To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and 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, 2024 and the report of the Auditors thereon.

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: No

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		4,68,70,074	99.9498	4,68,70,074	-	100.0000	-
	Poll	4,68,93,627	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000	-
Public- Institutions	E-voting		4,35,88,779	88.6339	4,35,88,779	-	100.0000	-
	Poll	4,91,78,473	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	4,91,78,473	4,35,88,779	88.6339	4,35,88,779	-	100.0000	-
Public- Non Institutions	E-voting		72,18,169	18.1462	72,17,356	813	99.9887	0.0113
	Poll	3,97,77,865	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,97,77,865	72,18,169	18.1462	72,17,356	813	99.9887	0.0113
Grand Total		13,58,49,965	9,76,77,022	71.9007	9,76,76,209	813	99.9992	0.0008

For  **CORPUS SERVICES LLP**

Designated Partner



NIIT Learning Systems Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Resolution : 2. To appoint Mr. Rajendra Singh Pawar (DIN: 00042516) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Yes

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	4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000
Public- Institutions	E-voting	4,91,78,473	4,38,30,331	89.1250	4,32,60,760	5,69,571	98.7005	1.2995
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,91,78,473	4,38,30,331	89.1250	4,32,60,760	5,69,571	98.7005
Public- Non Institutions	E-voting	3,97,77,865	72,18,169	18.1462	72,17,061	1108	99.9846	0.0154
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,97,77,865	72,18,169	18.1462	72,17,061	1,108	99.9846
Grand Total		13,58,49,965	9,79,18,574	72.0785	9,73,47,895	5,70,679	99.4172	0.5828

For CORPNEXUS SERVICES LLP



For CORPNEXUS SERVICES LLP

Designated Partner

Designated Partner



NIIT Learning Systems Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Resolution : 3. To appoint Mr. Vijay Kumar Thadani (DIN: 00042527) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Yes

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	4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000	-
Public- Institutions	E-voting	4,91,78,473	4,38,30,331	89.1250	4,05,33,083	32,97,248	92.4772	7.5228
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	4,91,78,473	4,38,30,331	89.1250	4,05,33,083	32,97,248	92.4772	7.5228
Public- Non Institutions	E-voting	3,97,77,865	72,18,169	18.1462	72,16,371	1,798	99.9751	0.0249
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,97,77,865	72,18,169	18.1462	72,16,371	1,798	99.9751	0.0249
Grand Total		13,58,49,965	9,79,18,574	72.0785	9,46,19,528	32,99,046	96.6308	3.3692

For CORPNEXUS SERVICES LLP

Designated Partner



NIIT Learning Systems Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Resolution : 4. To declare final dividend on Equity Shares of the Company for the financial year ended March 31, 2024.

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: No

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	4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000
Public- Institutions	E-voting	4,91,78,473	4,38,51,943	89.1690	4,38,51,943	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		4,91,78,473	4,38,51,943	89.1690	4,38,51,943	-	100.0000
Public- Non Institutions	E-voting	3,97,77,865	72,18,169	18.1462	72,17,361	808	99.9888	0.0112
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		3,97,77,865	72,18,169	18.1462	72,17,361	808	99.9888
Grand Total		13,58,49,965	9,79,40,186	72.0944	9,79,39,378	808	99.9992	0.0008

For CORPNEXUS SERVICES LLP

Designated Partner



NIT Learning Systems Limited

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Resolution : 5. To ratify the remuneration of Cost Auditor for the financial year 2023-24

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: No

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	4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,68,93,627	4,68,70,074	99.9498	4,68,70,074	-	100.0000
Public- Institutions	E-voting	4,91,78,473	4,38,30,331	89.1250	4,38,30,331	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		4,91,78,473	4,38,30,331	89.1250	4,38,30,331	-	100.0000
Public- Non Institutions	E-voting	3,97,77,865	72,18,169	18.1462	72,16,466	1,703	99.9764	0.0236
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,97,77,865	72,18,169	18.1462	72,16,466	1,703	99.9764
Grand Total		13,58,49,965	9,79,18,574	72.0785	9,79,16,871	1,703	99.9983	0.0017

For CORPNEXUS SERVICES LLP

Designated Partner

