

**NIIT Limited**

Registered Office:  
Plot No 85, Sector 32,  
Institutional Area,  
Gurugram 122 001,  
(Haryana) India  
Tel:+91 (124) 4293000  
Fax:+91 (124) 4293333  
Email: info@niit.com

CIN: L74899HR1981PLC107123

www.niit.com

November 17, 2022

**The Manager**  
**National Stock Exchange of India Ltd**  
Listing Department  
Exchange Plaza  
5<sup>th</sup> Floor, Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

**The Manager**  
**BSE Limited**  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

**Sub: Voting Results of the of the Meeting of the Equity Shareholders of NIIT Limited held on November 15, 2022 pursuant to the order passed under provisions of Sections 230 to 232 of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Chandigarh Bench and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")**

Dear Sir,

This is in continuation to our intimation dated November 16, 2022 regarding the Meeting of the Equity Shareholders (the "Meeting") of the Company held on Tuesday, November 15, 2022 at 10:00 A.M. IST through Video Conferencing/Other Audio Visual Means ("VC/"OAVM") pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") vide its order dated August 29, 2022 read with the order dated September 8, 2022 and in compliance with the provisions of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), to consider and approve the Composite Scheme of Arrangement between NIIT Limited ("**Transferor Company**" / "**the Company**") and NIIT Learning Systems Limited ("**Transferee Company**") and their respective Shareholders and Creditors ("**Scheme**").

We wish to inform you that resolution set forth at the said Meeting of Equity Shareholders has been passed with requisite majority to approve the Scheme.

In this regard, please find enclosed, Consolidated Report of the Scrutinizer on the e-voting for the said meeting of the Equity Shareholders of the Company along with the voting results as per the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please note that the aforesaid Results and Scrutinizer's Report are available on the website of the Company - [www.niit.com](http://www.niit.com) and National Securities Depository Limited - [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Please take note of the above and acknowledge the receipt.

Thanking you,

Yours truly,  
For **NIIT Limited**

  
**Deepak Bansal**  
Company Secretary

Encl: a/a



**P.K. Goyal**  
M.Com. FCS  
Company Secretary

To

**Mr. Anand Chhibbar, Senior Advocate**

Chairperson appointed by National Company Law Tribunal, Chandigarh Bench ("NCLT") for the meeting of the Equity Shareholders of NIIT Limited, Applicant Company No.1/Transferor Company ("Company").

**Sub: Consolidated Report of Scrutinizer appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT"/ "Hon'ble Tribunal"/ "NCLT"), on the voting by way of remote e-voting and e-voting during the Meeting of Equity Shareholders of NIIT Limited ("Company") held on Tuesday, 15.11.2022 at 10:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the directions issued by the Hon'ble NCLT *vide* order dated 29.08.2022 read with order dated 08.09.2022 in Company Application No. CA (CAA)/37/CHD/HRY/2022.**

Dear Sir,

1. In terms of the directions issued by Hon'ble NCLT *vide* order dated 29.08.2022 read with order dated 08.09.2022 in Company Application No. C.A(CAA)/37/CHD/HRY/2022, I, Pawan Kumar Goyal (Membership No. FCS 2338), Practising Company Secretary, have been appointed as the Scrutinizer, in relation to the voting process (remote e-voting and e-voting during the meeting) on the resolution proposed in the notice dated 08.10.2022, for the meeting of Equity Shareholders of the Company convened on Tuesday, 15.11.2022 at 10:00 a.m. through VC/ OAVM pursuant to the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules") and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") for approval of the Composite Scheme of Arrangement between the Company and NIIT Learning Systems Limited (Transferee Company) and their respective Shareholders and Creditors (Scheme).
2. The compliance with the relevant provisions of the Act, Rules thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ("MCA"), SEBI Master Circular No. SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 dated 23.11.2021 and NCLT order dated 29.08.2022, in relation to voting through remote e-voting prior to the meeting and e-voting at the meeting on the proposed Resolution is the responsibility of the management of the Company. My responsibility as a Scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and furnish a consolidated Scrutinizer's Report to the Chairman of the meeting, on the votes cast "IN FAVOUR" or "AGAINST" on the business set out in the Notice of



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the Meeting, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the authorized agency engaged by the Company.

3. In terms of Section 230(4) read with Section 108 of the Act read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 (“MGT Rules”) and in accordance with Regulation 44 (1) of the SEBI LODR read with SEBI Master Circular dated 23.11.2021, the Company had provided remote e-voting facility through NSDL and also the facility to e-vote during the Meeting.
4. As directed by the Hon’ble Tribunal vide its Order, the Meeting was duly convened and held on Tuesday 15<sup>th</sup> November, 2022 at 10:00 a.m. through video conferencing. Mr. Anand Chhibbar, Senior Advocate, Chairperson of the Meeting appointed by the Hon’ble Tribunal chaired the meeting along with Mr. Vaibhav Sharma, Advocate, Alternate Chairperson of the Meeting appointed by the Hon’ble Tribunal and the undersigned being the Scrutinizer of the Meeting, also attended the Meeting through video conferencing. I do hereby submit my report as under:

(i) The Company had sent, to the Equity Shareholders of the Transferor Company, the notice of the Meeting along with the explanatory statement under section 230(2), 230(3) and 102 of the Act read with rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, a copy of the Scheme, Valuation Report, statement explaining the effect of the scheme of arrangement on the creditors, key managerial personnel, promoters and non-promoter members etc., latest Audited financial statements of the Transferor Company and the Transferee Company for the periods ended 31<sup>st</sup> March, 2022 and 30<sup>th</sup> June, 2022. The Company had completed the dispatch of notices along with all the annexures as stated in this Para (i) to all the equity shareholders whose names were appearing in the register of members as on 17.06.2022 by registered post on 13<sup>th</sup> October, 2022 and by e-mail on 12<sup>th</sup> October, 2022, i.e., 30 (Thirty) days prior to the date of the Meeting.

(ii) The Transferor Company has also published the requisite advertisements in terms of the NCLT order dated 29.08.2022 in “FINANCIAL EXPRESS” (English, Delhi-NCR Edition) and in “JANSATTA” (Hindi, Delhi-NCR Edition) on 14.10.2022 i.e. well before the date of the Meeting. The publication also stated that the Scheme and the explanatory statement required to be furnished pursuant to section 230, 232 and 102 of the Act can be obtained free of charge at the Registered Office of the Transferor Company. The Transferor and the Transferee has also published the Notice of the above Meeting on its website.

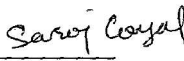


(iii) The Company had also provided facility of remote e-voting during the prescribed time period before the Meeting (without attending the Meeting) in addition to the facility of attending the Meeting through video conferencing and voting thereat through e-voting system, to the Equity Shareholders of the Company as at the cut-off date of 08.11.2022. Remote e-voting period commenced on 11<sup>th</sup> November, 2022 (9:00 A.M. IST) and ended on 14<sup>th</sup> November, 2022 (5:00 P.M.) in compliance of clause 8.3 of the Secretarial Standards on General Meetings;

(iv) That the Transferor Company has duly complied with the directions of the Hon'ble Tribunal given in Para VII to XII of the Order;

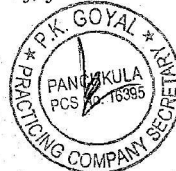
5. I unblocked the votes on NSDL website on November 15, 2022 after conclusion of the Meeting. at 11:15 A.M., in the presence of two witnesses, viz., Mr. M. L. Gupta, R/o H. No. 1226, Sector-7, Panchkula-134109 (Haryana) and Mrs. Saroj Goyal, R/o H. No. 645, Sector-7, Panchkula-134109 (Haryana). These witnesses are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
(M. L. Gupta)

  
(Saroj Goyal)

6. I have scrutinized and reviewed the remote e-voting and e- voting during the Meeting and votes cast therein based on the combined data downloaded from the NSDL e-voting system and segregated data for remote e-voting as provided by NSDL.
7. I have relied on information provided by NSDL, in order to ascertain the details of votes cast by the equity shareholders through Remote E-voting or E-voting during the meeting.
8. At the meeting, the following resolution was considered:

*“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable, relevant provisions of the Income Tax Act, 1961, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/ 2021/000000665 dated November 23, 2021 (including any statutory modification(s) or re-enactment thereof, for the time being in force)*



and any other applicable laws, rules, circulars and regulations the observation letter/No-objection letter issued by the BSE Limited and the National Stock Exchange of India Limited dated May 30, 2022 and May 31, 2022, respectively, and subject to the relevant provisions of the memorandum of association and articles of association of NIIT Limited ("Transferor Company"/ "the Company") and subject to the approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted /to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution),, the arrangement embodied in the Composite Scheme of Arrangement between NIIT Limited ("Transferor Company"/ "the Company") and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") the draft of which was circulated along with this Notice, be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, including issuance and listing of new equity shares under the scheme, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any



*changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme."*

9. I, now submit my Consolidated Report on the results of voting in respect of the said resolution as under :

i. Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	437	85128562	99.9941
E-voting at the Meeting	20	259	0.0003
<b>Total</b>	<b>457</b>	<b>85128821</b>	<b>99.9944</b>

ii. Voted **against** the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	15	4663	0.0055
E-voting at the Meeting	2	73	0.0001
<b>Total</b>	<b>17</b>	<b>4736</b>	<b>0.0056</b>

iii. **Invalid** votes:

Mode of Voting	Number of Members voted	Number of votes declared invalid
Remote E-voting	0	0
E-voting at the Meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>


iv. The combined list of equity shareholders of the Company who voted in favour/against/invalid for the said resolution through remote e-voting and e-voting at the meeting has been provided to the chairperson Mr. Anand Chhibber, Senior Advocate and Mr. Deepak Bansal, Company Secretary of the Company for records.



10. Further, in terms of the provisions of Regulation 44 of SEBI LODR, the combined results of voting held through remote e-voting and e-voting at the meeting is attached and marked as **Annexure-A**.
11. Figures have been taken up to four decimal places.
12. In terms of Para 9 above, the said Resolution as proposed in the Notice of NCLT convened meeting dated 08.10.2022 has been approved by the requisite majority of the Equity Shareholders i.e. by majority of persons representing three-fourths in value of Equity Shareholders, voted on the resolution through remote e-voting and e-voting at the meeting, in terms of the provisions of Section 230-232 of the Act.
13. Accordingly, in view of the scrutiny above, I certify that the Resolution has been passed with requisite majority, as required under the Act and the SEBI Master Circular.
14. The data and all other relevant records relating to voting by electronic means have been handed over to Mr. Deepak Bansal, Company Secretary of the Company, for safe keeping.

Thanking you.

Yours truly


  
Pawan Kumar Goyal  
FCS : 2338  
COP : 16395  
UDIN : F002338D001774515



Dated : 16.11.2022

Place : Panchkula

Countersigned by

  
Anand Chhibbar  
Senior Advocate  
Chairperson of the NCLT  
convened meeting of NIIT Limited

**NIIT Limited**  
**Voting results as per regulation 44(B) of SEBI (Listing Obligations and Disclosure requirements), 2015**

Date of National Company Law Tribunal Meeting of Equity Shareholders	November 15, 2022
Total number of shareholders as on the Cut-Off date	1,10,673
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	
Promoters and Promoter Group:	2
Public:	91

**Resolution:** Approval of Composite Scheme of Arrangement under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as may be applicable, between NIIT Limited ('the Transferor Company' or 'NIIT' or 'the Company') and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited) ('the Transferee Company' or 'NLSL') and their respective shareholders and creditors  
**Resolution required :** Resolution under Section 230 to 232 of the Companies Act, 2013  
**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
Promoter and Promoter Group	E-voting*	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
	Poll	4,68,93,777	4,68,70,074	99.9495	4,68,70,074	0	100.0000	0
	Postal Ballot		0	0	0	0	0	0
Public- Institutional holders	Total	4,68,93,777	4,68,70,074	99.9495	4,68,70,074	0	100.0000	0
	E-voting*		3,11,66,024	70.6179	3,11,66,024	0	100.0000	0
	Poll	4,41,33,329	0	0	0	0	0	0
Public- Others	Postal Ballot		0	0	0	0	0	0
	Total	4,41,33,329	3,11,66,024	70.6179	3,11,66,024	0	100.0000	0
	E-voting*		70,97,459	16.3379	70,92,723	4,736	99.9333	0.0667
Grand Total	Poll	4,34,41,754	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	4,34,41,754	70,97,459	16.3379	70,92,723	4,736	99.9333	0.0667
<b>Result: Resolution passed with requisite majority</b>		13,44,68,860	8,51,33,557	63.3110	8,51,28,821	4,736	99.9944	0.0056

\*E-voting includes remote E-voting and E-voting at the meeting



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