

**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

August 4, 2023

**The Manager
BSE Limited**

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

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

Subject: Disclosure by NIIT Learning Systems Limited under Regulation 44 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir,

We had earlier intimated vide our letter dated May 24, 2023 that the Composite Scheme of Arrangement between NIIT Limited (“Transferor Company/ the Company/ NIIT”) and NIIT Learning Systems Limited (“NLSL” / “Transferee Company”) and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 become effective on May 24, 2023, as approved by the Hon’ble National Company Law Tribunal, Chandigarh Bench (“NCLT”/“Tribunal”) vide its order dated May 19, 2023 (“Order”). Consequently, the erstwhile CLG Business undertaking of the Company was transferred to NLSL from the Appointed Date i.e., April 1, 2022. Further, the shareholders of NIIT on the Record Date (June 8, 2023) have been allotted shares of NLSL. NLSL shares shall be listed separately on BSE/NSE after completion of customary actions.

NIIT Learning Systems Limited has provided the attached intimation regarding declaration of e-voting results in the prescribed format under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer’s Report, on the resolutions as set out in the Postal Ballot Notice dated June 16, 2023 sent to the Shareholders of the Company on July 3, 2023, for dissemination to the Stock Exchanges and the investors since its listing is awaited.

This is for your information and record purpose only.

Thanking you,
Yours sincerely,
For **NIIT Limited**


Arpita B Malhotra
Company Secretary &
Compliance Officer



MANAGED
TRAINING
SERVICES

Corporate Office:
Infocity, A-24, Sector 34
Gurugram 122 001, Haryana, India
Tel: +91 (124) 4916500
www.niitmts.com
Email: info@niitmts.com

August 4, 2023

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National Stock Exchange of India Ltd**

Listing Department
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5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Subject: Intimation of the Outcome of the Postal Ballot under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Scrip Code: *Listing awaited, post Scheme of Arrangement*

Dear Sir,

This is to inform you that the Company has dispatched the postal ballot notice dated June 16, 2023 via email to the Shareholders of the Company on July 3, 2023 ("Postal Ballot Notice"), in accordance with the MCA circulars and applicable laws as defined in the said Notice, for seeking approval of the shareholders on the resolutions as set out in the said Notice.

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Shareholders of the Company have passed the Resolutions by the requisite majority on August 2, 2023, as set out in the Postal Ballot Notice.

The results of the e-voting have been announced today by the authorised representative of the Company based on the report of the scrutinizer. Accordingly, we are enclosing herewith the e-voting results in the prescribed format under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – I** along with Scrutinizers Report.

Further please note that aforesaid Postal Ballot result and Scrutinizer's Report are available on the website of the Company www.niitmts.com and National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you,
Yours sincerely,
For NIIT Learning Systems Limited

Deepak Bansal
Company Secretary &
Compliance Officer

Encl: a/a

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: U72200HR 2001 PLC 099478



MILAN MALIK & ASSOCIATES
Company Secretaries & legal consultants

Unit No. 671, Aggarwal Cyber Plaza II
Netaji Subhash Place, Pitampura, Delhi-110034
Ph: 91- 9811555848, 011- 41354447
Email: csmilanmalik@gmail.com,

REPORT OF SCRUTINIZER

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 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 Postal Ballot held through remote e-voting in respect of passing of resolutions as set out in the postal ballot notice dated June 16, 2023

Dear Sir,

1. I, Milan Malik, Proprietor of M/s. Milan Malik & Associates, Practicing Company Secretary, 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"), to conduct postal ballot process through remote e-voting in a fair and transparent manner for seeking approval of shareholders for the resolutions mentioned in the postal ballot notice dated June 16, 2023 issued through electronic mode under section 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rule 2014, as amended from time to time and in compliance with the MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable circulars.
2. The Company Secretary has in pursuance to provisions of Section 110 of the Companies Act, 2013 read with Rule 22(9) of the Companies (Management and

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Administration) Rules, 2014 vide Notice dated June 16, 2023 circulated to the shareholders the following Resolutions:-

Resolution No.	Type of Resolution	Particulars
1.	Special Resolution	To appoint Mr. Rajendra Singh Pawar as Non-Executive Director & Chairman of the Company.
2.	Special Resolution	To appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company.
3.	Special Resolution	To appoint Mr. Sapnesh Kumar Lalla as Executive Director & Chief Executive Officer of the Company.
4.	Special Resolution	To appoint Mr. Ravinder Singh as an Independent Director of the Company.
5.	Special Resolution	To appoint Ms. Sangita Singh as an Independent Director of the Company.
6.	Special Resolution	To appoint Mr. Ravindra Babu Garikipati as an Independent Director of the Company.
7.	Special Resolution	To appoint Mr. Parthasarathy Vankipuram Srinivasa as an Independent Director of the Company.
8.	Ordinary Resolution	To appoint Ms. Leher Vijay Thadani as Non-executive Non-Independent Director of the Company.
9.	Ordinary Resolution	To approve the payment of remuneration to Non-Executive Directors of the Company.

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

- (i) The Postal Ballot Notice was sent only through electronic mode to all those Members whose names appear in the Register of Members and who have registered their email addresses with Depository Participant or the Company as on cut-off date i.e. June 28, 2023("Cut-off date") in compliance with the MCA Circulars.

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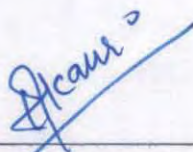


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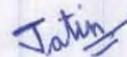
The Shareholders of the Company had cast their vote through electronic voting ('remote e-voting') facility. The Company had engaged the services of National Securities Depository Limited (hereinafter referred to as the "NSDL") for remote e-voting.

- (ii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iii) My responsibility as a Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report for the votes cast "in favour" or "against" the Ordinary & Special Resolutions stated in the Postal Ballot Notice dated June 16, 2023, based on the reports generated from the e-voting system provided by NSDL.
- (iv) The remote e-voting period commenced on Tuesday, July 4, 2023 at 09:00 A.M (IST) and completed on Wednesday, August 2, 2023 at 05:00 P.M (IST).
- (v) Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- (vi) Particulars of all remote e-voting received from the members have been entered in the register maintained for that purpose.
- (vii) The Company had also published an advertisement in the newspaper on July 04, 2023 in Financial Express (English) and Jansatta (Hindi) for dispatch of postal ballot notice to shareholders.
- (viii) The remote e-voting system was unblocked at 05.10 P.M. (IST) on August 2, 2023 in the presence of two witnesses namely Ms. Amanpreet Kaur, R/o J- Block, H. No. 751, Vikas Puri, Delhi-110018 and Mr. Jatin Chopra, R/o 2260 Hudson Lane Kingsway Camp, Delhi- 110009, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Amanpreet Kaur)





(Jatin Chopra)





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(ix) All votes casted through remote e-voting facility starting from Tuesday, July 4, 2023 at 09:00 A.M (IST) and up to Wednesday, August 2, 2023 at 05:00 P.M (IST) were considered for my scrutiny.

(x) The summary of Postal Ballot Notices sent via e-mail is as under:

S. No.	Particulars	No. of Shareholders	Total No. of Shares
1	Physical copy of Postal Ballot Notices dispatched to the shareholders of the Company	NA	NA
2	Postal Ballot Notices sent through Email by NSDL on July 3, 2023	88,167	131074437
Total		88,167	131074437

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

Item No. 1 as Special Resolution

To appoint Mr. Rajendra Singh Pawar as Non-Executive Director & Chairman of the Company

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	593	88330627	98.88
2	Total number of votes cast against the Resolution	44	997197	1.12
Total		637	89327824	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

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Item No. 2 as Special Resolution

To appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company.

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	586	88252434	98.88
2	Total number of votes cast against the Resolution	43	996985	1.12
Total		629	89249419	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

Item No. 3 as Special Resolution

To appoint Mr. Sapnesh Kumar Lalla as Executive Director & Chief Executive Officer of the Company.

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	579	88249851	98.88
2	Total number of votes cast against the Resolution	47	998080	1.12
Total		626	89247931	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

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Item No. 4 as Special Resolution

To appoint Mr. Ravinder Singh as an Independent Director of the Company.

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	584	88540921	99.12
2	Total number of votes cast against the Resolution	43	783878	0.88
Total		627	89324799	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

Item No. 5 as Special Resolution

To appoint Ms. Sangita Singh as an Independent Director of the Company.

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	581	88541356	99.12
2	Total number of votes cast against the Resolution	45	783418	0.88
Total		626	89324774	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

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Item No. 6 as Special Resolution

To appoint Mr. Ravindra Babu Garikipati as an Independent Director of the Company.

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	581	88541129	99.12
2	Total number of votes cast against the Resolution	45	783645	0.88
Total		626	89324774	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

Item No. 7 as Special Resolution

To appoint Mr. Parthasarathy Vankipuram Srinivasa as an Independent Director of the Company.

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	584	88541405	99.12
2	Total number of votes cast against the Resolution	43	783394	0.88
Total		627	89324799	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

Ravindra Babu

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Item No. 8 as an Ordinary Resolution

To appoint Ms. Leher Vijay Thadani as Non-executive Non-Independent Director of the Company.

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	579	88327228	98.88
2	Total number of votes cast against the Resolution	48	997571	1.12
Total		627	89324799	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

Item No. 9 as an Ordinary Resolution

To approve the payment of remuneration to Non-Executive Directors of the Company.

S. No.	Particulars	No. of shareholders who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	567	88464973	99.12
2	Total number of votes cast against the Resolution	57	786790	0.88
Total		624	89251763	100.00

Number of members whose votes were declared invalid and number of invalid votes cast by them- NIL

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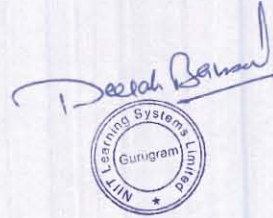
3. Based on the data furnished to us and verified by us as above, all the aforesaid resolutions mentioned in the Postal Ballot Notice dated June 16, 2023, are passed with requisite majority of the shareholders as specified under the Companies Act, 2013 and Listing Regulations. You may accordingly declare the result of the remote e-voting.
4. The voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed at **Annexure A**.

Thanking you,

Yours truly

For Milan Malik & Associates


Milan Malik
Membership No.: F09888
C.P. No.: 16614
UDIN: F009888E000738649



Place: New Delhi
Date: August 4, 2023

Annexure-A

NIIT Learning Systems Limited

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

Date of declaration of the results of Postal Ballot	04.08.2023
Total number of shareholders as on the Cut-Off date	96,264
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of shareholders present in the meeting through Video Conferencing: Promoters and Promoter Group: Public:	NA

Resolution : 1. To appoint Mr. Rajendra Singh Pawar as Non-Executive Director & Chairman of the Company.								
Resolution required : Special 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	Remote e-voting		46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot	46,893,777	-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	46,032,571	29,192,657	63.4174	28,198,726	993,931	96.5953	3.4047
	Postal Ballot		-	-	-	-	-	-
	Total	46,032,571	29,192,657	63.4174	28,198,726	993,931	96.5953	3.4047
Public- Others	Remote e-voting		13,265,093	31.8199	13,261,827	3,266	99.9754	0.0246
	Postal Ballot	41,688,012	-	-	-	-	-	-
	Total	41,688,012	13,265,093	31.8199	13,261,827	3,266	99.9754	0.0246
Grand Total		134,614,360	89,327,824	66.3583	88,330,627	997,197	98.8837	1.1163

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NIIT Learning Systems Limited

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

Resolution : 2. To appoint Mr. Vijay Kumar Thadani as Vice-Chairman and Managing Director of the Company.
Resolution required : Special 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	Remote e-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	46,032,571	29,115,459	63.2497	28,121,528	993,931	96.5862	3.4138
	Postal Ballot		-	-	-	-	-	-
	Total	46,032,571	29,115,459	63.2497	28,121,528	993,931	96.5862	3.4138
Public- Others	Remote e-voting		13,263,886	31.8170	13,260,832	3,054	99.9770	0.0230
	Postal Ballot	41,688,012	-	-	-	-	-	-
	Total	41,688,012	13,263,886	31.8170	13,260,832	3,054	99.9770	0.0230
Grand Total		134,614,360	89,249,419	66.3001	88,252,434	996,985	98.8829	1.1171

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

Resolution : 3. To appoint Mr. Sapnesh Kumar Lalla as Executive Director & Chief Executive Officer of the Company.

Resolution required : Special 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	Remote e-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	46,032,571	29,115,459	63.2497	28,121,528	993,931	96.5862	3.4138
	Postal Ballot	-	-	-	-	-	-	-
	Total	46,032,571	29,115,459	63.2497	28,121,528	993,931	96.5862	3.4138
Public- Others	Remote e-voting	41,688,012	13,262,398	31.8135	13,258,249	4,149	99.9687	0.0313
	Postal Ballot	-	-	-	-	-	-	-
	Total	41,688,012	13,262,398	31.8135	13,258,249	4,149	99.9687	0.0313
Grand Total		134,614,360	89,247,931	66.2990	88,249,851	998,080	98.8817	1.1183

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NIIT Learning Systems Limited

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

Resolution : 4. To appoint Mr. Ravinder Singh as an Independent Director of the Company.

Resolution required : Special 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	Remote e-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	46,032,571	29,192,657	63.4174	28,412,784	779,873	97.3285	2.6715
	Postal Ballot		-	-	-	-	-	-
	Total	46,032,571	29,192,657	63.4174	28,412,784	779,873	97.3285	2.6715
Public- Others	Remote e-voting	41,688,012	13,262,068	31.8127	13,258,063	4,005	99.9698	0.0302
	Postal Ballot		-	-	-	-	-	-
	Total	41,688,012	13,262,068	31.8127	13,258,063	4,005	99.9698	0.0302
Grand Total		134,614,360	89,324,799	66.3561	88,540,921	783,878	99.1224	0.8776

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

Resolution : 5. To appoint Ms. Sangita Singh as an Independent Director of the Company.

Resolution required : Special 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	Remote e-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	46,032,571	29,192,657	63.4174	28,412,784	779,873	97.3285	2.6715
	Postal Ballot	-	-	-	-	-	-	-
	Total	46,032,571	29,192,657	63.4174	28,412,784	779,873	97.3285	2.6715
Public- Others	Remote e-voting	41,688,012	13,262,043	31.8126	13,258,498	3,545	99.9733	0.0267
	Postal Ballot	-	-	-	-	-	-	-
	Total	41,688,012	13,262,043	31.8126	13,258,498	3,545	99.9733	0.0267
Grand Total		134,614,360	89,324,774	66.3561	88,541,356	783,418	99.1230	0.8770

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NIT Learning Systems Limited

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

Resolution : 6. To appoint Mr. Ravindra Babu Garikipati as an Independent Director of the Company.
Resolution required : Special 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	Remote e-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	46,032,571	29,192,657	63.4174	28,412,784	779,873	97.3285	2.6715
	Postal Ballot	-	-	-	-	-	-	-
	Total	46,032,571	29,192,657	63.4174	28,412,784	779,873	97.3285	2.6715
Public- Others	Remote e-voting	41,688,012	13,262,043	31.8126	13,258,271	3,772	99.9716	0.0284
	Postal Ballot	-	-	-	-	-	-	-
	Total	41,688,012	13,262,043	31.8126	13,258,271	3,772	99.9716	0.0284
Grand Total		134,614,360	89,324,774	66.3561	88,541,129	783,645	99.1227	0.8773

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NIIT Learning Systems Limited

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

Resolution : 7. To appoint Mr. Parthasarathy Vankipuram Srinivasa as an Independent Director of the Company.

Resolution required : Special 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	Remote e-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	46,032,571	29,192,657	63.4174	28,412,784	779,873	97.3285	2.6715
	Postal Ballot		-	-	-	-	-	-
	Total	46,032,571	29,192,657	63.4174	28,412,784	779,873	97.3285	2.6715
Public- Others	Remote e-voting	41,688,012	13,262,068	31.8127	13,258,547	3,521	99.9735	0.0265
	Postal Ballot		-	-	-	-	-	-
	Total	41,688,012	13,262,068	31.8127	13,258,547	3,521	99.9735	0.0265
Grand Total		134,614,360	89,324,799	66.3561	88,541,405	783,394	99.1230	0.8770

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NIIT Learning Systems Limited

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

Resolution : 8. To appoint Ms. Leher Vijay Thadani as Non-executive Non-Independent Director of the Company.

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	Remote e-voting		46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot	46,893,777	-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting		29,192,657	63.4174	28,198,726	993,931	96.5953	3.4047
	Postal Ballot	46,032,571	-	-	-	-	-	-
	Total	46,032,571	29,192,657	63.4174	28,198,726	993,931	96.5953	3.4047
Public- Others	Remote e-voting		13,262,068	31.8127	13,258,428	3,640	99.9726	0.0274
	Postal Ballot	41,688,012	-	-	-	-	-	-
	Total	41,688,012	13,262,068	31.8127	13,258,428	3,640	99.9726	0.0274
Grand Total		134,614,360	89,324,799	66.3561	88,327,228	997,571	98.8832	1.1168

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NIT Learning Systems Limited

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

Resolution : 9. To approve the payment of remuneration to Non-Executive Directors of the Company.

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	Remote e-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Postal Ballot		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	Remote e-voting	46,032,571	29,119,631	63.2588	28,339,758	779,873	97.3218	2.6782
	Postal Ballot		-	-	-	-	-	-
	Total	46,032,571	29,119,631	63.2588	28,339,758	779,873	97.3218	2.6782
Public- Others	Remote e-voting	41,688,012	13,262,058	31.8126	13,255,141	6,917	99.9478	0.0522
	Postal Ballot		-	-	-	-	-	-
	Total	41,688,012	13,262,058	31.8126	13,255,141	6,917	99.9478	0.0522
Grand Total		134,614,360	89,251,763	66.3018	88,464,973	786,790	99.1185	0.8815

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