



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

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 41st Annual General Meeting of NIIT Limited (“the Company”) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir/Madam,

This is in continuation to our earlier letter dated September 24, 2024 for submission of summary of the proceedings of 41st Annual General Meeting of the Company held on Tuesday, September 24, 2024, at 2:00 P.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 41st 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 24, 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. Udai Singh Pawar (DIN: 03477177) 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

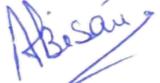
A copy of voting results in the prescribed format under Regulation 44 of the Listing Regulations along with the Scrutinizer's Consolidated Report on remote e-Voting and e-Voting at the AGM is attached herewith.

Please note that the aforesaid Results and Scrutinizer's Report are available on the website of the Company at www.niit.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 Limited**



Arpita Bisaria Malhotra
Company Secretary
& Compliance Officer

Encl.: a/a



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 Limited
Plot No. 85, Sector 32,
Institutional Area,
Gurugram - 122001,
Haryana

Subject: Consolidated Report of Scrutinizer on voting through remote e-Voting system and through e-Voting at 41st Annual General Meeting ("AGM")

Dear Sir,

I, Nityanand Singh, Practicing Company Secretary, Proprietor of M/s. Nityanand Singh & Co., having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, have been appointed as the Scrutinizer by the Board of Directors of the **NIIT 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, General Circular 9/2023 dated September 25, 2023 read with other circulars issued by the Ministry of Corporate Affairs ('MCA') and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CI R/2023/167 dated October 07, 2023 (hereinafter collectively referred to as "the Circulars"), to conduct the remote e-Voting and e-Voting process at the AGM in respect of the below mentioned resolutions proposed at the 41st AGM of the members of the Company held on Tuesday, September 24, 2024 at 02:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The notice dated May 24, 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.

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.

The voting period for remote e-Voting commenced on Thursday, September 19, 2024 at 09:00 A.M. (IST) and ended on Monday, September 23, 2024 at 05:00 P.M. (IST) and the remote e-Voting module was disabled by NSDL for voting thereafter.

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.

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.

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.



My responsibility as scrutinizer for the remote e-Voting and e-Voting process is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

After the Conclusion of the e-Voting at the 41st AGM, the votes cast by the members through remote e-Voting system and through remote e-Voting at the AGM were unblocked and downloaded from the e-Voting website of the NSDL on September 24, 2024 at around 03.15 P.M (IST) in the presence of two witnesses namely, Ms. Vrinda Pathak R/o RZ 34, Old Palam Road, New Delhi 110078 and Mr. Ram Niwas R/o 16 A, Gali. No. 2 B- Block Qutub Vihar, New Delhi 110071, 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.



Vrinda Pathak



Ram Niwas

I now submit my Consolidated Report as under on the result of the voting in respect of the said resolutions.

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:-

- (A) Number of Votes cast through remote e-Voting and e-Voting at the AGM 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 and e-Voting at the AGM.	554	8,97,94,994

- (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	543	8,97,93,124	99.9979
2	Against the Resolution	11	1,870	0.0021
Total		554	8,97,94,994	100



- 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 and e-Voting at the AGM 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 and e-Voting at the AGM.	553	9,00,68,373

- (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	8,92,55,149	99.0971
2	Against the Resolution	23	8,13,224	0.9029
Total		553	9,00,68,373	100

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

3) Ordinary Resolution

To appoint Mr. Udai Singh Pawar (DIN: 03477177) 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 and e-Voting at the AGM 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 and e-Voting at the AGM.	554	9,00,68,474

- (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	536	9,00,65,607	99.9968
2	Against the Resolution	18	2,867	0.0032
Total		554	9,00,68,474	100

- 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 and e-Voting at the AGM 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 and e-Voting at the AGM.	554	9,00,68,474

- (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	543	9,00,66,604	99.9979
2	Against the Resolution	11	1,870	0.0021
Total		554	9,00,68,474	100

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

SPECIAL BUSINESS:-

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 and e-Voting at the AGM 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 and e-Voting at the AGM.	553	9,00,68,374

(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	534	9,00,65,774	99.9971
2	Against the Resolution	19	2,600	0.0029
Total		553	9,00,68,374	100

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

Based on the votes cast in favour/ against on the aforesaid resolutions by remote e-voting and e-voting during the AGM, all 5 (Five) resolutions were passed with the requisite majority.

The voting results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are enclosed with this report as **Annexure-1**.

Thanking you,

Yours faithfully,
For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Prop.)
C.P. No. 2388
Membership No. FCS 2668
UDIN: F002668F001304421

Place: New Delhi
Date: 24.09.2024



**Annexure-1
NIIT 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	1,16,467
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	
Promoters and Promoter Group:	11
Public:	152

Resolution 1: 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	5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000
Public- Institutional holders	E-voting	3,46,48,577	3,21,04,767	92.6583	3,21,04,767	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		3,46,48,577	3,21,04,767	92.6583	3,21,04,767	-	100.0000
Public- Others	E-voting	5,02,80,188	72,82,102	14.4830	72,80,232	1,870	99.9743	0.0257
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		5,02,80,188	72,82,102	14.4830	72,80,232	1,870	99.9743
Grand Total		13,53,60,453	8,97,94,994	66.3377	8,97,93,124	1,870	99.9979	0.0021

Result: Resolution passed with requisite majority



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	5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000
Public- Institutional holders	E-voting	3,46,48,577	3,23,78,347	93.4478	3,15,67,582	8,10,765	97.4960	2.5040
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		3,46,48,577	3,23,78,347	93.4478	3,15,67,582	8,10,765	97.4960
Public- Others	E-voting	5,02,80,188	72,81,901	14.4826	72,79,442	2,459	99.9662	0.0338
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		5,02,80,188	72,81,901	14.4826	72,79,442	2,459	99.9662
Grand Total		13,53,60,453	9,00,68,373	66.5397	8,92,55,149	8,13,224	99.0971	0.9029

Result: Resolution passed with requisite majority



Resolution 3: To appoint Mr. Udai Singh Pawar (DIN: 03477177) 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	5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000
Public- Institutional holders	E-voting	3,46,48,577	3,23,78,347	93.4478	3,23,78,347	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		3,46,48,577	3,23,78,347	93.4478	3,23,78,347	-	100.0000
Public- Others	E-voting	5,02,80,188	72,82,002	14.4828	72,79,135	2,867	99.9606	0.0394
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		5,02,80,188	72,82,002	14.4828	72,79,135	2,867	99.9606
Grand Total		13,53,60,453	9,00,68,474	66.5397	9,00,65,607	2,867	99.9968	0.0032

Result: Resolution passed with requisite majority



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	5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000	-
Public- Institutional holders	E-voting	3,46,48,577	3,23,78,347	93.4478	3,23,78,347	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	3,46,48,577	3,23,78,347	93.4478	3,23,78,347	-	100.0000	-
Public- Others	E-voting	5,02,80,188	72,82,002	14.4828	72,80,132	1,870	99.9743	0.0257
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5,02,80,188	72,82,002	14.4828	72,80,132	1,870	99.9743	0.0257
Grand Total		13,53,60,453	9,00,68,474	66.5397	9,00,66,604	1,870	99.9979	0.0021

Result: Resolution passed with requisite majority



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	5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,04,31,688	5,04,08,125	99.9533	5,04,08,125	-	100.0000
Public- Institutional holders	E-voting	3,46,48,577	3,23,78,347	93.4478	3,23,78,347	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,46,48,577	3,23,78,347	93.4478	3,23,78,347	-	100.0000
Public- Others	E-voting	5,02,80,188	72,81,902	14.4826	72,79,302	2,600	99.9643	0.0357
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,02,80,188	72,81,902	14.4826	72,79,302	2,600	99.9643
Grand Total		13,53,60,453	9,00,68,374	66.5397	9,00,65,774	2,600	99.9971	0.0029

Result: Resolution passed with requisite majority

