

**NIIT Limited**

85, Sector-32, Institutional

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New Delhi 110 019, India

CIN: L74899DL1981PLC015865

www.niit.com

August 6, 2021

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

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

Sub: Voting Results of the 38th Annual General Meeting of the Company pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results of the 38th Annual General Meeting ("the AGM"/"the Meeting") of the Company held on Thursday, August 5, 2021 at 03:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") are enclosed herewith.

The Company Secretary (duly authorized by the Chairman), on the basis of the report of the scrutinizer on the remote e-voting and e-voting at the AGM, announced that the following resolutions (as per Notice of the AGM dated July 5, 2021) 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 Statement of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.	Ordinary
2.	Declaration of Dividend on Equity Shares of the Company for the financial year ended March 31, 2021	Ordinary
3.	Appointment of Mr. Parappil Rajendran (DIN 00042531) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary

Special Business		
4.	Ratification of remuneration of Cost Auditor for the financial year 2020-21	Ordinary
5.	Appointment of Mr. Sapnesh Kumar Lalla (DIN: 06808242) as Whole-time Director of the Company to be designated as Executive Director and Chief Executive Officer for a consecutive period of 5 years with effect from August 5, 2021	Special
6.	Appointment of Ms. Avani Vishal Davda(DIN: 07504739) as an Independent Director of the Company for a consecutive period of 5 years with effect from June 5, 2021	Ordinary
7.	Appointment of Ms. Sangita Singh (DIN: 07694463) as an Independent Director of the Company for a consecutive period of 5 years with effect from June 5, 2021	Ordinary
8.	Appointment of Mr. Udai Singh Pawar (DIN: 03477177) as Non-executive Non-Independent Director of the Company with effect from August 5, 2021	Ordinary
9.	Appointment of Ms. Leher Vijay Thadani (DIN: 03477205) as Non-executive Non-Independent Director of the Company with effect from August 5, 2021	Ordinary
10.	Approval of remuneration to Mr. Rajendra Singh Pawar (DIN: 00042516), Non-executive Director & Chairman of the Company for the period June 1, 2021 to May 30, 2022	Special
11.	Approval of remuneration to Mr. Parappil Rajendran (DIN: 00042531), Joint Managing Director of the Company during the remaining period of his tenure	Special
12.	Approval of remuneration to Non-executive Directors of the Company	Ordinary
13.	Approval of the shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana	Special

A copy of voting results in the prescribed format under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 - www.niit.com and National Securities Depository Limited - www.evoting.nsdl.com .

Please take note of the above and acknowledge the receipt.

Thanking you,

Yours truly,
For **NIIT Limited**


Deepak Bansal
Company Secretary

Encl: a/a

Annexure-1
NIIT Limited

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

Date of AGM	August 5, 2021
Total number of shareholders as on the Cut-Off date	77,836
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	
Promoters and Promoter Group:	6
Public:	182

Resolution 1: To receive, consider and adopt:

a) the audited standalone financial statement of the Company for the financial year ended March 31,2021 together with the Reports of the Board of Directors and Auditors thereon; and

b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 together with 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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		NA	NA	NA	NA	NA	
	Total		46,893,777	46,870,074	99.9495	46,870,074	-	100.0000
Public- Institutional holders	E-voting	46,469,563	37,287,209	80.2401	37,171,317	115,892	99.6892	0.3108
	Poll		-	-	-	-	-	
	Postal Ballot		NA	NA	NA	NA	NA	
	Total		46,469,563	37,287,209	80.2401	37,171,317	115,892	99.6892
Public- Others	E-voting	39,904,966	8,372,041	20.9799	8,371,241	800	99.9904	0.00956
	Poll		-	-	-	-	-	
	Postal Ballot		NA	NA	NA	NA	NA	
	Total		39,904,966	8,372,041	20.9799	8,371,241	800	99.9904
Grand Total		133,268,306	92,529,324	69.4309	92,412,632	116,692	99.8739	0.1261

Result: Resolution passed with requisite majority

Deeloh Bhanu



Resolution 2: To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2021.

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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
Public- Others	E-voting	39,904,966	8,371,955	20.9797	8,371,135	820	99.9902	0.0098
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39,904,966	8,371,955	20.9797	8,371,135	820	99.9902	0.0098
Grand Total		133,268,306	92,885,224	69.6979	92,884,404	820	99.9991	0.0009

Result: Resolution passed with requisite majority

Deeloh Bhanu



Resolution 3: To appoint Mr. Parappil Rajendran (DIN: 00042531) 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 : 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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46,893,777	46,870,074	99.9495	46,870,074	-	100.0000
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,528,347	114,848	99.6949	0.3051
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46,469,563	37,643,195	81.0061	37,528,347	114,848	99.6949
Public- Others	E-voting	39,904,966	8,370,789	20.9768	8,369,828	961	99.9885	0.0115
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		39,904,966	8,370,789	20.9768	8,369,828	961	99.9885
Grand Total		133,268,306	92,884,058	69.6970	92,768,249	115,809	99.8753	0.1247

Result: Resolution passed with requisite majority

Deeloh Baner



Resolution 4: To ratify the remuneration of cost auditor for the financial year 2020-21.

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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
Public- Others	E-voting	39,904,966	8,370,689	20.9766	8,365,236	5,453	99.9349	0.0651
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39,904,966	8,370,689	20.9766	8,365,236	5,453	99.9349	0.0651
Grand Total		133,268,306	92,883,958	69.6970	92,878,505	5,453	99.9941	0.0059

Result: Resolution passed with requisite majority

Deekah Bhanu



Resolution 5: To appoint Mr. Sapnesh Kumar Lalla(DIN: 06808242) as Whole-time 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	E-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	28,709,036	8,934,159	76.2662	23.7338
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,469,563	37,643,195	81.0061	28,709,036	8,934,159	76.2662	23.7338
Public- Others	E-voting	39,904,966	8,370,752	20.9767	8,368,662	2,090	99.9750	0.0250
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39,904,966	8,370,752	20.9767	8,368,662	2,090	99.9750	0.0250
Grand Total		133,268,306	92,884,021	69.6970	83,947,772	8,936,249	90.3791	9.6209

Result: Resolution passed with requisite majority

Deeatah Bhanu



Resolution 6: To appoint Ms. Avani Vishal Davda(DIN: 07504739) as an Independent Director of the Company.

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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
Public- Others	E-voting	39,904,966	8,371,094	20.9776	8,369,879	1,215	99.9855	0.0145
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39,904,966	8,371,094	20.9776	8,369,879	1,215	99.9855	0.0145
Grand Total		133,268,306	92,884,363	69.6973	92,883,148	1,215	99.9987	0.0013

Result: Resolution passed with requisite majority

Deeja Baner



Resolution 7: To appoint Ms. Sangita Singh(DIN: 07694463) as an Independent Director of the Company

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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
Public- Others	E-voting	39,904,966	8,371,096	20.9776	8,369,714	1,382	99.9835	0.0165
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39,904,966	8,371,096	20.9776	8,369,714	1,382	99.9835	0.0165
Grand Total		133,268,306	92,884,365	69.6973	92,882,983	1,382	99.9985	0.0015

Result: Resolution passed with requisite majority

Deelab Baner



Resolution 8: To appoint Mr. Udai Singh Pawar(DIN: 03477177) as Non-executive 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	E-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,528,347	114,848	99.6949	0.3051
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,469,563	37,643,195	81.0061	37,528,347	114,848	99.6949	0.3051
Public- Others	E-voting	39,904,966	8,370,602	20.9763	8,369,431	1,171	99.9860	0.0140
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39,904,966	8,370,602	20.9763	8,369,431	1,171	99.9860	0.0140
Grand Total		133,268,306	92,883,871	69.6969	92,767,852	116,019	99.8751	0.1249

Result: Resolution passed with requisite majority

Deelak Baneer



Resolution 9: To appoint Ms. Leher Vijay Thadani(DIN: 03477205) as Non-executive 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	E-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,554,881	88,314	99.7654	0.2346
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,469,563	37,643,195	81.0061	37,554,881	88,314	99.7654	0.2346
Public- Others	E-voting	39,904,966	8,370,492	20.9761	8,367,534	2,958	99.9647	0.0353
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39,904,966	8,370,492	20.9761	8,367,534	2,958	99.9647	0.0353
Grand Total		133,268,306	92,883,761	69.6968	92,792,489	91,272	99.9017	0.0983

Result: Resolution passed with requisite majority

Deeloh Baner



Resolution 10: To approve payment of remuneration to Mr. Rajendra Singh Pawar(DIN: 00042516), 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	E-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	36,359,108	1,284,087	96.5888	3.4112
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	46,469,563	37,643,195	81.0061	36,359,108	1,284,087	96.5888	3.4112
Public- Others	E-voting	39,904,966	8,370,772	20.9768	8,368,271	2,501	99.9701	0.0299
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	39,904,966	8,370,772	20.9768	8,368,271	2,501	99.9701	0.0299
Grand Total		133,268,306	92,884,041	69.6970	91,597,453	1,286,588	98.6148	1.3852

Result: Resolution passed with requisite majority

Deeatah Baneal



Resolution 11: To approve payment of remuneration to Mr. Parappil Rajendran(DIN: 00042531), Joint Managing Director of the Company during the remaining period of his tenure.

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	E-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46,893,777	46,870,074	99.9495	46,870,074	-	100.0000
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,622,778	20,417	99.9458	0.0542
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46,469,563	37,643,195	81.0061	37,622,778	20,417	99.9458
Public- Others	E-voting	39,904,966	8,370,468	20.9760	8,366,442	4,026	99.9519	0.0481
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		39,904,966	8,370,468	20.9760	8,366,442	4,026	99.9519
Grand Total		133,268,306	92,883,737	69.6968	92,859,294	24,443	99.9737	0.0263

Result: Resolution passed with requisite majority

Deelak Baner



Resolution 12: To approve payment of remuneration to Non-executive Directors of the Company

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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46,893,777	46,870,074	99.9495	46,870,074	-	100.0000
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	35,561,171	2,082,024	94.4691	5.5309
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46,469,563	37,643,195	81.0061	35,561,171	2,082,024	94.4691
Public- Others	E-voting	39,904,966	8,370,502	20.9761	8,366,522	3,980	99.9525	0.0475
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		39,904,966	8,370,502	20.9761	8,366,522	3,980	99.9525
Grand Total		133,268,306	92,883,771	69.6968	90,797,767	2,086,004	97.7542	2.2458

Result: Resolution passed with requisite majority



Deeloh Baner

Resolution 13: To approve the shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana								
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	E-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46,893,777	46,870,074	99.9495	46,870,074	-	100.0000
Public- Institutional holders	E-voting	46,469,563	37,643,195	81.0061	37,643,195	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		46,469,563	37,643,195	81.0061	37,643,195	-	100.0000
Public- Others	E-voting	39,904,966	8,371,701	20.9791	8,367,751	3,950	99.9528	0.0472
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		39,904,966	8,371,701	20.9791	8,367,751	3,950	99.9528
Grand Total		133,268,306	92,884,970	69.6977	92,881,020	3,950	99.9957	0.0043

Result: Resolution passed with requisite majority

Deeloh Bameel



Report of Scrutinizer

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No 20/2020 dated 05.05.2020 read with Circular No. 02/2021 dated 13.01.2021]

To,

The Chairperson

NIIT Limited

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

Subject: Consolidated Report of Scrutinizer on voting through remote e-voting system and through e-voting at 38th Annual General Meeting.

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, to conduct the remote e-voting and e-voting process at AGM in respect of the below mentioned resolutions proposed at the 38th Annual General Meeting ("AGM") of NIIT Limited on Thursday, August 05, 2021 at 03:30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The notice dated 5th July 2021 was sent to the shareholders in respect of the below mentioned resolutions considered at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company/ Depositories, in compliance with the MCA Circulars dated January 13, 2021 and May 5, 2020 read with circulars dated, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI 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 Monday, August 02, 2021 (9:00 A.M. IST) and ended on Wednesday August 04, 2021 (5:00 P.M. IST) and the remote e-voting module was disabled by NSDL for voting thereafter.

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The Company had also provided e-voting facility to the shareholders attending the AGM through VC / OAVM and who had not casted their vote earlier.

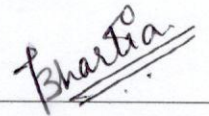
The shareholders of the Company holding shares as on the "cut-off" date i.e. Thursday, July 29, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

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.

Further, on account of continuing COVID-19 pandemic situation and in accordance with the relaxation given vide above-referred MCA Circulars, the members have casted their votes electronically only.

After the Conclusion of the e-voting at the 38th AGM, the votes cast by the members at the 38th AGM through e-voting system and through remote e-voting facility were downloaded on 5th August 2021 at around 05.10 P.M (IST) in the presence of two witnesses namely, Mr. Ram Niwas R/o 16 A Gali. No. 2 B- Block Qutub Vihar New Delhi 110071, and Ms. Tanya Bhartia, R/o, A 1015 Palam Extension Sector 7 Dwarka New Delhi-110075 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.



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 statement of the Company for the financial year ended March 31,2021 together with the Reports of the Board of Directors and Auditors thereon; and**
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 together with the report of the Auditors thereon**

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	Total number of votes cast in favour of the Resolution	564	92,412,632	99.8739
2	Total number of votes cast against the Resolution	8	116,692	0.1261
	Total	572	92,529,324	100

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

2) Ordinary Resolution

To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2021.

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	Total number of votes cast in favour of the Resolution	566	92,884,404	99.9991
2	Total number of votes cast against the Resolution	7	820	0.0009
	Total	573	92,885,224	100

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

3) Ordinary Resolution

To appoint Mr. Parappil Rajendran (DIN: 00042531) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

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	Total number of votes cast in favour of the Resolution	548	92,768,249	99.8753
2	Total number of votes cast against the Resolution	20	115,809	0.1247
	Total	568	92,884,058	100

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

SPECIAL BUSINESS:-

4) Ordinary Resolution

To ratify the remuneration of cost auditor for the financial year 2020-21.

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	Total number of votes cast in favour of the Resolution	549	92,878,505	99.9941
2	Total number of votes cast against the Resolution	18	5,453	0.0059
Total		567	92,883,958	100

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

5) Special Resolution

To appoint Mr. Sapnesh Kumar Lalla (DIN: 06808242) as Whole-time Director of the Company.

Summary of votes cast through remote e-voting and e-voting at the AGM in favour and against the Special 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	Total number of votes cast in favour of the Resolution	494	83,947,772	90.3791
2	Total number of votes cast against the Resolution	75	8,936,249	9.6209
Total		569	92,884,021	100

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

6) Ordinary Resolution

To appoint Ms. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company.

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	Total number of votes cast in favour of the Resolution	554	92,883,148	99.9987
2	Total number of votes cast against the Resolution	14	1,215	0.0013
Total		568	92,884,363	100

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

7) Ordinary Resolution

To appoint Ms. Sangita Singh (DIN: 07694463) as an Independent Director of the Company

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	Total number of votes cast in favour of the Resolution	552	92,882,983	99.9985
2	Total number of votes cast against the Resolution	15	1,382	0.0015
Total		567	92,884,365	100

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

8) Ordinary Resolution

To appoint Mr. Udai Singh Pawar(DIN: 03477177) as Non-executive Director of the Company

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

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S. No.	Particulars	No. of members who cast valid votes	No. of votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	548	92767852	99.8751
2	Total number of votes cast against the Resolution	20	116019	0.1249
Total		568	92,883,871	100

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

9) Ordinary Resolution

To appoint Ms. Leher Vijay Thadani (DIN: 03477205) as Non-executive Director of the Company

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	Total number of votes cast in favour of the Resolution	550	92,792,489	99.9017
2	Total number of votes cast against the Resolution	17	91,272	0.0983
Total		567	92,883,761	100

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

10) Special Resolution

To approve payment of remuneration to Mr. Rajendra Singh Pawar (DIN: 00042516), Non-executive Director & Chairman of the Company

Summary of votes cast through remote e-voting and e-voting at the AGM in favour and against the Special 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	Total number of votes cast in favour of the Resolution	529	91,597,453	98.6148
2	Total number of votes cast against the Resolution	39	1,286,588	1.3852
Total		568	92,884,041	100

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

11) Special Resolution

To approve the payment of remuneration to Mr. Parappil Rajendran (DIN: 00042531), Joint Managing Director of the Company during the remaining period of his tenure.

Summary of votes cast through remote e-voting and e-voting at the AGM in favour and against the Special 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	Total number of votes cast in favour of the Resolution	543	92,859,294	99.9737
2	Total number of votes cast against the Resolution	23	24,443	0.0263
Total		566	92,883,737	100

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

12) Ordinary Resolution

To approve payment of remuneration to Non-executive Directors of the Company

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	Total number of votes cast in favour of the Resolution	530	90,797,767	97.7542
2	Total number of votes cast against the Resolution	37	2,086,004	2.2458
Total		567	92,883,771	100

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

13) Special Resolution

To approve the shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana.

Summary of votes cast through remote e-voting and e-voting at the AGM in favour and against the Special Resolution is as under:

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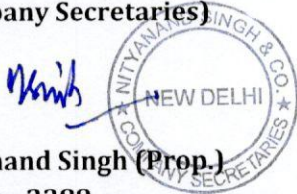
S. No.	Particulars	No. of members who cast valid votes	No. of votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	543	92,881,020	99.9957
2	Total number of votes cast against the Resolution	27	3,950	0.0043
	Total	570	92,884,970	100

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

Thanking you,

Yours faithfully,

For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: FCS 2668
UDIN: F002668C000746807

Place: New Delhi
Date: 06.08.2021

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