

August 5, 2022

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 39th 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 (e-voting) of the 39th Annual General Meeting (“the AGM”/“the Meeting”) of the Company held on Friday, August 5, 2022 at 11:30 A.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 May 24, 2022) 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, 2022 and 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, 2022 and the Report of the Auditors thereon.	Ordinary
2.	Appointment of Mr. Rajendra Singh Pawar (DIN: 00042516) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
3.	Appointment of Mr. Vijay Kumar Thadani (DIN: 00042527) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4.	Reappointment of Statutory Auditors of the Company and fixation of their remuneration	Ordinary
Special Business		
5.	Ratification of remuneration of Cost Auditor for the financial year 2021-22	Ordinary
6.	Approval of remuneration to Mr. Rajendra Singh Pawar (DIN: 00042516), Non-executive Director & Chairman of the Company for the period June 1, 2022 to May 31, 2023	Special
7.	Approval of remuneration to Mr. Vijay Kumar Thadani (DIN: 00042527), Vice-Chairman & Managing Director of the Company during the remaining period of his tenure i.e. from April 1, 2022 till March 31, 2024	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

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 Circular No 21/2021 dated 14.12.2021, Circular No. 2/2022 dated 05.05.2022]

To,

The Chairperson

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 39th 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 39th Annual General Meeting ("AGM") of NIIT Limited on Friday, August 05, 2022 at 11:30 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The notice dated 24th May, 2022 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 May 05, 2022, December 14, 2021, January 13, 2021 and May 05, 2020 read with circulars dated April 13, 2020 and April 08, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 13, 2022, January 15, 2021 and May 12, 2020 (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 01, 2022 (9:00 A.M. IST) and ended on Thursday, August 04, 2022 (5:00 P.M. IST) and the remote e-voting module was disabled by NSDL for voting thereafter.

Deeroh Bhanu



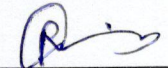
The Company had also provided e-voting facility to the shareholders attending the AGM through VC / OAVM and who had not casted their vote earlier.

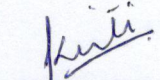
The shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, July 29, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

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.

After the Conclusion of the e-voting at the 39th AGM, the votes cast by the members at the 39th AGM through e-voting system and through remote e-voting facility were downloaded on 05th August 2022 at around 12.55 P.M (IST) in the presence of two witnesses namely, Mr. Ramniwas R/o. 16A, B-Block, Qutub Vihar Phase-1, Goyla Dairy, New Delhi-110071 and Ms. Kirti Tanwer R/o. D-52, Dilip Vihar, New Delhi-110041, 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.


RAMNIWAS


KIRTI TANWAR

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

ORDINARY BUSINESS:-

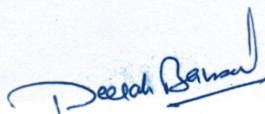
1) Ordinary Resolution

To receive, consider and adopt:

- a) the audited standalone financial statement of the Company for the financial year ended March 31, 2022 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, 2022 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	In favour of the Resolution	689	8,57,44,860	99.9984
2	Against the Resolution	06	1,343	0.0016
	Total	695	8,57,46,203	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.

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	660	8,57,68,456	99.4614
2	Against the Resolution	34	4,64,432	0.5386
Total		694	8,62,32,888	100

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

3) Ordinary Resolution

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

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	624	8,10,60,282	94.0016
2	Against the Resolution	73	51,72,606	5.9984
Total		697	8,62,32,888	100

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

4) Ordinary Resolution

To reappoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (FRN 101049W/E300004) as the Statutory Auditors of the Company and fix their remuneration.

Deepraj Batliboi



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	660	8,46,34,553	98.1465
2	Against the Resolution	34	15,98,335	1.8535
	Total	694	8,62,32,888	100

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

5) Ordinary Resolution

To ratify the remuneration of Cost Auditor for the financial year 2021-2022.

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	682	86,231,053	99.9979
2	Against the Resolution	12	1,835	0.0021
	Total	694	8,62,32,888	100

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

6) Special Resolution

To approve payment of remuneration to Mr. Rajendra Singh Pawar, 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	In favour of the Resolution	650	8,45,54,246	98.0549
2	Against the Resolution	42	16,77,265	1.9451
	Total	692	8,62,31,511	100

Deesh Bansal



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

7) Special Resolution

To approve the payment of remuneration to Mr. Vijay Kumar Thadani, Vice-Chairman & 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	In favour of the Resolution	650	8,48,05,537	98.3450
2	Against the Resolution	43	14,27,174	1.6550
	Total	693	8,62,32,711	100

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

8) Based on the votes cast in favour/ against on the aforesaid resolutions by remote e-voting and e-voting during the AGM, all 7 (Seven) 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: F002668D000750228**

Place: New Delhi

Date: 05.08.2022

Deepta Banerjee

Annexure-1
NIIT Limited

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

Date of AGM	August 5, 2022
Total number of shareholders as on the Cut-Off date	108,828
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	
Promoters and Promoter Group:	11
Public:	188

Resolution 1: To receive, consider and adopt:

- a) the audited standalone financial statement of the Company for the financial year ended March 31,2022 and 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, 2022 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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	45,195,716	31,428,493	69.5387	31,428,493	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	45,195,716	31,428,493	69.5387	31,428,493	-	100.0000	-
Public- Others	E-voting	42,016,090	7,447,636	17.7257	7,446,293	1,343	99.9820	0.0180
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	42,016,090	7,447,636	17.7257	7,446,293	1,343	99.9820	0.0180
Grand Total		134,105,583	85,746,203	63.9393	85,744,860	1,343	99.9984	0.0016

Result: Resolution passed with requisite majority

Deeoh Bhanu



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	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	45,195,716	31,915,229	70.6156	31,453,992	461,237	98.5548	1.4452
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	45,195,716	31,915,229	70.6156	31,453,992	461,237	98.5548	1.4452
Public- Others	E-voting	42,016,090	7,447,585	17.7256	7,444,390	3,195	99.9571	0.0429
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	42,016,090	7,447,585	17.7256	7,444,390	3,195	99.9571	0.0429
Grand Total		134,105,583	86,232,888	64.3022	85,768,456	464,432	99.4614	0.5386

Result: Resolution passed with requisite majority

Deeroh Bahadur



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

Resolution required : Ordinary Resolution

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	E-voting	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	45,195,716	31,915,229	70.6156	26,747,135	5,168,094	83.8068	16.1932
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	45,195,716	31,915,229	70.6156	26,747,135	5,168,094	83.8068	16.1932
Public- Others	E-voting	42,016,090	7,447,585	17.7256	7,443,073	4,512	99.9394	0.0606
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	42,016,090	7,447,585	17.7256	7,443,073	4,512	99.9394	0.0606
Grand Total		134,105,583	86,232,888	64.3022	81,060,282	5,172,606	94.0016	5.9984

Result: Resolution passed with requisite majority

Deesh Bhandal



Resolution 4: To reappoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (FRN 101049W/E300004) as Statutory Auditors of the Company and fix their remuneration.

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		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	45,195,716	31,915,229	70.6156	30,319,640	1,595,589	95.0005	4.9995
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	45,195,716	31,915,229	70.6156	30,319,640	1,595,589	95.0005	4.9995
Public- Others	E-voting	42,016,090	7,447,585	17.7256	7,444,839	2,746	99.9631	0.0369
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	42,016,090	7,447,585	17.7256	7,444,839	2,746	99.9631	0.0369
Grand Total		134,105,583	86,232,888	64.3022	84,634,553	1,598,335	98.1465	1.8535

Result: Resolution passed with requisite majority

Deesh Banau



Resolution 5: To ratify the remuneration of Cost Auditor for the financial year 2021-22.

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		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	45,195,716	31,915,229	70.6156	31,915,229	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	45,195,716	31,915,229	70.6156	31,915,229	-	100.0000	-
Public- Others	E-voting	42,016,090	7,447,585	17.7256	7,445,750	1,835	99.9754	0.0246
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	42,016,090	7,447,585	17.7256	7,445,750	1,835	99.9754	0.0246
Grand Total		134,105,583	86,232,888	64.3022	86,231,053	1,835	99.9979	0.0021

Result: Resolution passed with requisite majority

Deekah Bahawal



Resolution 6: To approve payment of remuneration to Mr. Rajendra Singh Pawar, 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		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	45,195,716	31,915,229	70.6156	30,241,271	1,673,958	94.7550	5.2450
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	45,195,716	31,915,229	70.6156	30,241,271	1,673,958	94.7550	5.2450
Public- Others	E-voting	42,016,090	7,446,208	17.7223	7,442,901	3,307	99.9556	0.0444
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	42,016,090	7,446,208	17.7223	7,442,901	3,307	99.9556	0.0444
Grand Total		134,105,583	86,231,511	64.3012	84,554,246	1,677,265	98.0549	1.9451

Result: Resolution passed with requisite majority

Desh Band



Resolution 7: To approve the payment of remuneration to Mr. Vijay Kumar Thadani, Vice Chairman & 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 : 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		-	-	-	-	-	-
	Total	46,893,777	46,870,074	99.9495	46,870,074	-	100.0000	-
Public- Institutional holders	E-voting	45,195,716	31,915,229	70.6156	30,493,094	1,422,135	95.5440	4.4560
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	45,195,716	31,915,229	70.6156	30,493,094	1,422,135	95.5440	4.4560
Public- Others	E-voting	42,016,090	7,447,408	17.7251	7,442,369	5,039	99.9323	0.0677
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	42,016,090	7,447,408	17.7251	7,442,369	5,039	99.9323	0.0677
Grand Total		134,105,583	86,232,711	64.3021	84,805,537	1,427,174	98.3450	1.6550

Result: Resolution passed with requisite majority



Deepraj Bhatnagar