



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

September 28, 2023

The Manager
National Stock Exchange of India Limited
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 21st Annual General Meeting of NIIT Learning Systems Limited ("the Company") pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Scrip Code: BSE – 543952; NSE – NIITMTS

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the Listing Regulations, the Voting Results (e-Voting) of the 21st Annual General Meeting ("the AGM"/ "the Meeting") of the Company held on Wednesday, September 27, 2023 at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") are enclosed herewith.

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, announced that the following resolutions (as per Notice of the AGM dated May 29, 2023) 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, 2023 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, 2023 and the Report of the Auditors thereon.	Ordinary
2.	Appointment of Mr. Sapnesh Kumar Lalla (DIN: 06808242) as a Director, who retires by rotation and being eligible, offers himself for re-appointment	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 - www.niitmts.com and National Securities Depository Limited - www.evoting.nsdl.com.

Please take note of the above and acknowledge receipt.

Thanking you,

Yours truly,
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 108 of the Companies Act, 2013 and Rule 20 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 21st Annual General Meeting ("AGM") of Members of the Company held on Wednesday, 27th day of September 2023 at 10:00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

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, has been appointed as the Scrutinizer by the Board of Directors of the NIIT Learning Systems 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 and as per General Circular 10/2022 dated December 28, 2022 and other circulars issued by the Ministry of Corporate Affairs ('MCA') and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), to conduct the remote e-Voting and e-Voting process at AGM in respect of the below mentioned resolutions proposed at the 21st AGM of the members of the Company held on Wednesday, September 27, 2023 at 10:00 A.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

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

- (i) The notice dated May 29, 2023, 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.

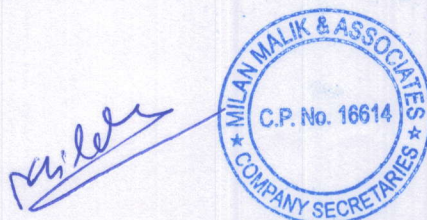
Milan

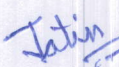
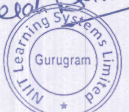


Deepraj Banwait

- (ii) 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.
- (iii) The voting period for remote e-Voting commenced on Friday, September 22, 2023 (9:00 A.M. IST) and ended on Tuesday, September 26, 2023 (5:00 P.M. IST) and the remote e-Voting module was disabled by NSDL for voting thereafter.
- (iv) 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.
- (v) The shareholders of the Company holding shares as on the "cut-off" date i.e., Wednesday, September 20, 2023, were entitled to vote on the resolutions as stated in the Notice of the AGM.
- (vi) 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.
- (vii) I had monitored the process of remote e-Voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (viii) My responsibility as a Scrutinizer for the e-Voting is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Ordinary Resolution stated in Notice dated 29th May, 2023 based on the reports generated from the e-Voting system provided by NSDL, the Authorized agency engaged to provide e-Voting facilities, to the company.
- (ix) Particulars of all remote e-Voting received from the members have been entered in the register maintained for that purpose.
- (x) The Company had also published advertisements in the newspaper on 26th August, 2023 for intimation of 21st AGM and on 06th September, 2023 for completion of dispatch of AGM Notice and Annual Report and e-Voting information in Financial Express (English edition) and Jansatta (Hindi edition).
- (xi) After the Conclusion of the e-Voting at the 21st AGM, the votes cast by the members through remote e-Voting system and through remote e-Voting at the AGM were downloaded on September 27, 2023 at around 12:30 P.M. (IST) 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, 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.


(Amanpreet Kaur)




(Jatin Chopra)


(xii) The notice of AGM provided the following resolutions for approval by the members:

Resolution No.	Particulars	Type of Resolution
1.	To receive, consider and adopt: a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023, 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, 2023, and the report of the Auditors thereon.	Ordinary Resolution
2	To appoint Mr. Sapnesh Kumar Lalla (DIN: 06808242) as a director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution

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, 2023 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, 2023 and the report of the Auditors thereon.

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

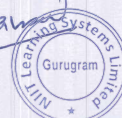
(A) Number of Votes cast through remote e-Voting for the Resolution No. 1

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting.	597	8,96,89,335

Milal



Deesh Bani



(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	589	8,95,15,293	99.81
2	Against the Resolution	8	1,74,042	0.19
Total		597	8,96,89,335	100

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

2) Ordinary Resolution

To appoint Mr. Sapnesh Kumar Lalla (DIN: 06808242) 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:-

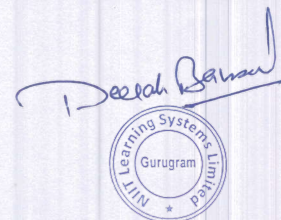
(A) Number of Votes cast through remote e-Voting for the Resolution No. 2

S. No.	Particulars	No. of Members voted	Total No. of shares
1	Valid Votes cast by shareholders through remote e-Voting.	600	899,72,269

(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	581	8,97,47,760	99.75
2	Against the Resolution	19	2,24,509	0.25
Total		600	899,72,269	100

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



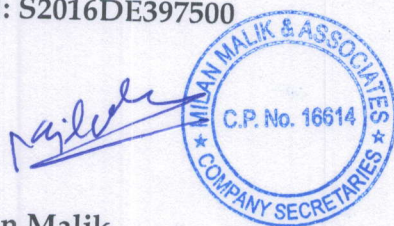
I have on the reckoning of voting rights of the shareholders based on the paid up value of the shares registered in their names found that the above two Resolutions have been duly passed as an Ordinary Resolution with requisite majority. You may accordingly declare the result of the remote e-Voting.

The voting results as per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is enclosed as **Annexure A**.

Thanking you,

Yours truly

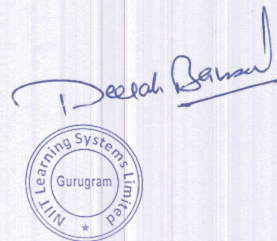
For Milan Malik & Associates
Company Secretaries
FRN: S2016DE397500



Milan Malik
Membership No.: F9888
C.P. No.: 16614
UDIN: F009888E001113531

Place: New Delhi

Date: 28th September, 2023



Annexure-A

NIIT Learning Systems Limited

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

Date of AGM	September 27, 2023
Total number of shareholders as on the Cut-Off date	87,608
No. of shareholders present in the meeting through Video Conferencing:	
Promoters and Promoter Group:	11
Public:	167

Resolution : 1. To receive, consider and adopt:

- a) the audited standalone financial statement of the Company for the financial year ended March 31, 2023 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, 2023 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- Institutions	E-voting	46,786,513	35,509,230	75.8963	35,335,776	173,454	99.5115	0.4885
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		46,786,513	35,509,230	75.8963	35,335,776	173,454	99.5115
Public- Non Institutions	E-voting	40,934,070	7,310,031	17.8581	7,309,443	588	99.9920	0.0080
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		40,934,070	7,310,031	17.8581	7,309,443	588	99.9920
Grand Total		134,614,360	89,689,335	66.6269	89,515,293	174,042	99.8060	0.1940

Milank



Deesh Bansal



NIIT Learning Systems Limited

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

Resolution : 2. To appoint Mr. Sapnesh Kumar Lalla (DIN: 06808242) 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		-	-	-	-	-	-
	Total		46,893,777	46,870,074	99.9495	46,870,074	-	100.0000
Public- Institutions	E-voting	46,786,513	35,792,534	76.5018	35,570,260	222,274	99.3790	0.6210
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		46,786,513	35,792,534	76.5018	35,570,260	222,274	99.3790
Public- Non Institutions	E-voting	40,934,070	7,309,661	17.8572	7,307,426	2,235	99.9694	0.0306
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		40,934,070	7,309,661	17.8572	7,307,426	2,235	99.9694
Grand Total		134,614,360	89,972,269	66.8371	89,747,760	224,509	99.7505	0.2495

Milal



Deesh Bansal

