



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

May 11, 2024

The Manager
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001

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 - 400051

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

Scrip Code: BSE – 543952; NSE – NIITMTS

Dear Sir,

This is in continuation to our letter April 9, 2024 intimating that Company has dispatched the postal ballot notice dated January 31, 2024 ("Notice") via email in accordance with the applicable MCA Circulars and applicable laws, for seeking approval of the members of the Company for institution of 'NIIT Learning Systems Limited Employee Stock Option Plan 2024' for eligible employees of the Company and its holding/subsidiary/associate ("ESOP 2024"/ "Plan") through e-Voting only, as approved by the Board of Directors of the Company in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to approval of the Members.

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company have approved the institution of ESOP 2024 on May 10, 2024, by passing the Special Resolutions with requisite majority as set out in the Notice.

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

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

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,
For NIIT Learning Systems Limited

Deepak Bansal
Company Secretary
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: L72200HR 2001 PLC 099478



MILAN MALIK & ASSOCIATES
Company Secretaries & legal consultants

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

REPORT OF SCRUTINIZER

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014 as amended]*

To,
The Chairman
NIIT Learning Systems Limited
Plot No. 85, Sector 32,
Institutional Area,
Gurugram - 122001,
Haryana

**Subject: Scrutinizer's Report on Postal Ballot held through remote e-voting in
respect of passing of resolutions as set out in the postal ballot notice dated
January 31, 2024**

Dear Sir,

1. I, Milan Malik, Proprietor of M/s. Milan Malik & Associates, Practicing Company Secretary, having office at 671, Aggarwal Cyber Plaza - II, Netaji Subhash Place, Pitampura, Delhi - 110034, have been appointed as the Scrutinizer by the Board of Directors of the NIIT Learning Systems Limited ("the Company"), to conduct postal ballot process through remote e-voting in a fair and transparent manner for seeking approval of members for the resolutions mentioned in the postal ballot notice dated June 16, 2023 issued through electronic mode under section 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rule 2014, as amended from time to time and in compliance with the MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, and latest being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable circulars.
2. The Company Secretary has in pursuance to provisions of Section 110 of the Companies Act, 2013 read with Rule 22(9) of the Companies (Management and Administration) Rules, 2014 vide Notice dated January 31, 2024, the following Resolutions circulated to the members of the Company:-





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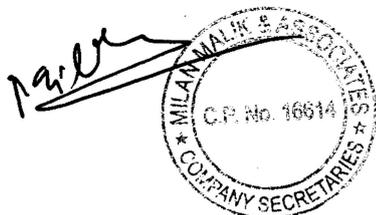
Resolution No.	Type of Resolution	Particulars
1.	Special Resolution	To consider and approve the NLSL-Employee Stock Option Plan 2024.
2.	Special Resolution	To approve the extension of NLSL-Employee Stock Option Plan 2024 and grant of Employees Stock Options to the Employees of holding/subsidiary and/ or associate companies of the Company

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

- (i) The Postal Ballot Notice was sent only through electronic mode to all those Members whose names appear in the Register of Members and who have registered their email addresses with Depository Participant or the Company as on cut-off date i.e. Friday, April 5, 2024 ("Cut-off date") in compliance with the MCA Circulars.

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

- (ii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (iii) My responsibility as a Scrutinizer for the e-voting is restricted to provide a Scrutinizer's Report for the votes cast "in favour" or "against" the Special Resolutions stated in the Postal Ballot Notice dated January 31, 2024, based on the reports generated from the e-voting system provided by NSDL.
- (iv) The remote e-voting period commenced on Thursday, April 11, 2024 at 09:00 A.M (IST) and completed on Friday, May 10, 2024 at 05:00 P.M (IST).
- (v) Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.



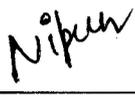


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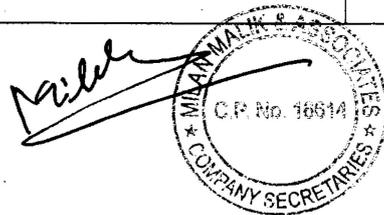
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- (vi) Particulars of all remote e-voting received from the members have been entered in the register maintained for that purpose.
- (vii) The Company had also published an advertisement in the newspaper on April 10, 2024 in Financial Express (English) and Jansatta (Hindi) for dispatch of postal ballot notice to members.
- (viii) The remote e-voting system was unblocked at 05:07 pm (IST) on May 10, 2024 in the presence of two witnesses namely Ms. Amanpreet Kaur, R/o J- Block, H. No. 751, Vikas Puri, Delhi-110018 and Mr. Nipun Sharma, R/o H. No. 110, Balbir Nagar, Shahdara, Delhi-110032, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- (ix) All votes casted through remote e-voting facility starting at 09:00 A.M (IST) on Thursday, April 11, 2024 and up to 05:00 P.M (IST) on Friday, May 10, 2024 at were considered for my scrutiny.
- (x) The summary of Postal Ballot Notices sent via e-mail is as under:


(Amanpreet Kaur)


(Nipun Sharma)

S. No.	Particulars	No. of Members	Total No. of Shares
1	Physical copy of Postal Ballot Notices dispatched to the members of the Company	NA	NA
2	Postal Ballot Notices sent through Email on April 09 th 2024	71,301	13,19,79,192
Total		71,301	13,19,79,192





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

Item No. 1:

Special resolution for approval of the NLSL-Employee Stock Option Plan 2024 of the Company

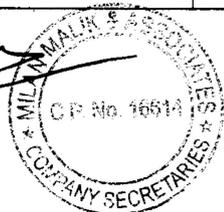
S. No.	Particulars	No. of members who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	401	8,53,79,586	91.36%
2	Total number of votes cast against the Resolution	107	80,70,294	8.64%
Total		508	9,34,49,880	100.00%

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

Item No. 2:

Special resolution for approval of the extension of Employee Stock Option Plan 2024 and grant of Employees Stock Options to the Employees of holding/subsidiary and/ or associate companies of the Company

S. No.	Particulars	No. of members who casted valid votes	Number of valid votes cast	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	384	8,25,90,775	88.38%
2	Total number of votes cast against the Resolution	122	1,08,58,156	11.62 %
Total		506	9,34,48,931	100.00%






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

3. Based on the data furnished to us and verified by us as above, all the aforesaid resolutions mentioned in the Postal Ballot Notice dated January 31, 2024, are passed with requisite majority of the members as specified under the Companies Act, 2013 and Listing Regulations. You may accordingly declare the result of the remote e-voting.
4. The voting results as per Regulation 44(3) of Listing Regulations are enclosed at Annexure A.

Thanking you,

Yours truly

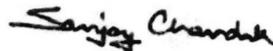
For Milan Malik & Associates



Milan Malik
Membership No. F09888
C.P. No.: 16614
UDIN: F009888F000351614
P.R. 3162/2023

Place: Delhi
Date: 11/05/2024

For S. Chandak & Co.
Company Secretaries



Sanjay Chandak
M.No. 5065 CP No. 3691



Annexure-A

NIIT Learning Systems Limited

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

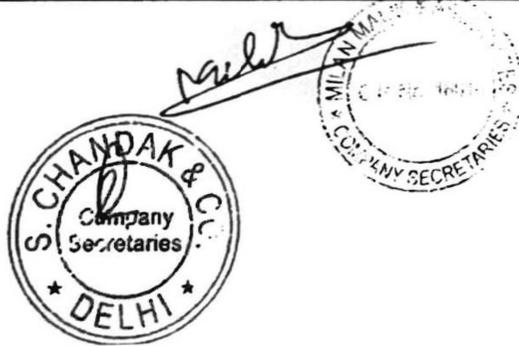
Date of declaration of the results of Postal Ballot	11 05 2024
Total number of shareholders as on the Cut-Off date	78,180
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	NA
No. of shareholders present in the meeting through Video Conferencing: Promoters and Promoter Group Public	NA

Resolution : 1. To consider and approve the NLSL- Employee Stock Option Plan 2024								
Resolution required Special Resolution								
Whether Promoter/ Promoter Group interested in the agenda/ resolution No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	Remote e-voting		4,68,70,074	99.95	4,68,70,074	-	100.00	-
	Postal Ballot	4,68,93,777	-	-	-	-	-	-
	Total	4,68,93,777	4,68,70,074	99.95	4,68,70,074	-	100.00	-
Public- Institutional holders	Remote e-voting		3,94,77,285	80.95	3,14,15,840	80,61,445	79.58	20.42
	Postal Ballot	4,87,67,891	-	-	-	-	-	-
	Total	4,87,67,891	3,94,77,285	80.95	3,14,15,840	80,61,445	79.58	20.42
Public- Others	Remote e-voting		71,02,521	17.88	70,93,672	8,849	99.88	0.12
	Postal Ballot	3,97,27,053	-	-	-	-	-	-
	Total	3,97,27,053	71,02,521	17.88	70,93,672	8,849	99.88	0.12
Grand Total		13,53,88,721	9,34,49,880	69.02	8,53,79,586	80,70,294	91.36	8.64

For S. Chandak & Co.
Company Secretaries

Sanjay Chandak

Sanjay Chandak
M.No. 5065 CP No. 3691



NIIT Learning Systems Limited

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

Resolution : 2. To approve the extension of NLSL- Employee Stock Option Plan 2024 and grant of Employees Stock Options to the Employees of holding/subsidiary and/ or associate companies of the Company

Resolution required Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	Remote e-voting	4,68,93,777	4,68,70,074	99.95	4,68,70,074	-	100.00	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	4,68,93,777	4,68,70,074	99.95	4,68,70,074	-	100.00	-
Public- Institutional holders	Remote e-voting	4,87,67,891	3,94,77,285	80.95	2,86,35,872	1,08,41,413	72.54	27.46
	Postal Ballot	-	-	-	-	-	-	-
	Total	4,87,67,891	3,94,77,285	80.95	2,86,35,872	1,08,41,413	72.54	27.46
Public- Others	Remote e-voting	3,97,27,053	71,01,572	17.88	70,84,829	16,743	99.76	0.24
	Postal Ballot	-	-	-	-	-	-	-
	Total	3,97,27,053	71,01,572	17.88	70,84,829	16,743	99.76	0.24
Grand Total		13,53,88,721	9,34,48,931	69.02	8,25,90,775	1,08,58,156	83.38	11.62

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For S. Chandak & Co.
Company Secretaries

Sanjay Chandak



Sanjay Chandak
M.No. 5065 CP No. 3691

Sanjay Chandak
