



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 9, 2026**

**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 24<sup>th</sup> 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,

This is in continuation of our earlier letter dated September 9, 2026, regarding the submission of the summary of proceedings of the 24th Annual General Meeting ("AGM") of the Company held on Wednesday, September 9, 2026, at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We hereby submit the voting results of the 24th AGM of the Company, along with the consolidated Scrutinizer's Report on remote e-voting conducted prior to the AGM and e-voting conducted during the AGM.

We would like to inform that following items/resolutions as set out in the Notice of the AGM dated June 17, 2026, have been duly approved by the members with the requisite majority.

| S. No.                   | Particulars of Business                                                                                                                                                                                                                                                                                                                                | Nature of Resolution(s) |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| <b>Ordinary Business</b> |                                                                                                                                                                                                                                                                                                                                                        |                         |
| 1.                       | Adoption of:<br>a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon; and<br>b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the Report of the Auditors thereon. | Ordinary                |
| 2.                       | Declaration of dividend on Equity Shares of the Company for the financial year ended March 31, 2026.                                                                                                                                                                                                                                                   | Ordinary                |
| 3.                       | Appointment of Mr. Rajendra Singh Pawar (DIN: 00042516) as a director, who retires by rotation and, being eligible, offers himself for re-appointment.                                                                                                                                                                                                 | Ordinary                |
| 4.                       | Appointment of Mr. Vijay Kumar Thadani (DIN: 00042527) as a director, who retires by rotation and, being eligible, offers himself for re-appointment.                                                                                                                                                                                                  | Ordinary                |
| <b>Special Business</b>  |                                                                                                                                                                                                                                                                                                                                                        |                         |
| 5.                       | Ratification of the remuneration of Cost Auditors of the Company for the financial year 2025-26.                                                                                                                                                                                                                                                       | Ordinary                |

**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



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| S. No. | Particulars of Business                                                                                                                                                                                                                | Nature of Resolution(s) |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| 6.     | Approval of continuation of directorship of Mr. Rajendra Singh Pawar (DIN: 00042516), Non-Executive, Non-Independent Director and Chairman of the Company, who has attained the age of seventy-five years.                             | Special                 |
| 7.     | Approval of the payment of remuneration to Mr. Vijay Kumar Thadani (DIN: 00042527), Vice-Chairman & Managing Director of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits.            | Special                 |
| 8.     | Approval of the payment of remuneration to Mr. Sapnesh Kumar Lalla (DIN: 06808242), Executive Director & Chief Executive Officer of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits. | Special                 |
| 9.     | Approval of the payment of remuneration to Non-Executive Directors of the Company for the remaining period of tenure, in the event of absence or inadequacy of profits.                                                                | Ordinary                |

The aforesaid voting results and the Scrutinizer's Report shall be available on the Company's website at [www.niitmts.com](http://www.niitmts.com) and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Thanking you,

Yours truly,  
For **NIIT Learning Systems Limited**

**Deepak Bansal**  
Company Secretary  
& Compliance Officer

Encl.: a/a



**LEXNEXUS CORPORATE SOLUTIONS LLP**  
Company Secretaries & legal consultants

**E-261 (LGF), Greater Kailash-1,  
New Delhi - 110048  
Ph: 91- 9811555848  
Email: [csmilanmalik@gmail.com](mailto: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 24<sup>th</sup> Annual General Meeting ("AGM") of Members of the Company held on Wednesday, September 09, 2026 at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

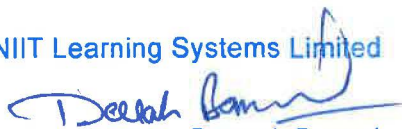
Dear Sir,

I, Milan Malik, Designated Partner of "**Lexnexus Corporate Solutions LLP**", Company Secretaries and Legal consultants having office at E-261, LGF, Greater Kailash - 1, New Delhi - 110048, have 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 General Circular No. 09/2024 dated September 19, 2024 and latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, for the purpose of conducting remote e-Voting and e-Voting at the AGM in respect of the below mentioned resolutions proposed at the 24<sup>th</sup> Annual General Meeting of the members of the Company held on **Wednesday, 09<sup>th</sup> day of September 2026 at 12:30 P.M. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

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

- (i) The Notice of the AGM dated June 17, 2026, along with the Annual Report 2025-26, was sent through electronic mode (e-mail) to all Members whose e-mail addresses were registered with the Company/RTA/Depositories (National Securities Depository Limited and Central Depository Services (India) Limited).
- (ii) The Company had availed the e-Voting facility offered by National Securities Depository Limited ("NSDL") for conducting voting through remote e-voting for participation in the AGM through VC / OAVM and e-voting during the AGM by the Shareholders of the Company.
- (iii) The remote e-Voting period commenced on Friday, September 4, 2026, at 9:00 A.M. (IST) and ended on Tuesday, September 8, 2026, at 5:00 P.M. (IST) and the remote e-Voting module was disabled by NSDL for voting thereafter.

For NIIT Learning Systems Limited

  
**Deepak Bansal**  
Company Secretary

For LEXNEXUS CORPORATE SOLUTIONS LLP

  
Designated Partner

- (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 2, 2026, 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 Resolutions stated in Notice dated June 17, 2026 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 newspaper advertisements on August 15, 2026, regarding completion of dispatch of the AGM Notice and Annual Report and details of the e-Voting facility in Financial Express (English) and Jansatta (Hindi).
- (xi) After the conclusion of e-Voting at the 24th AGM, the votes cast through remote e-Voting and e-Voting at the AGM were downloaded on September 9, 2026, at approximately 1:58 P.M. (IST) in the presence of two witnesses namely, Ms. Disha Malhotra, R/o 73 New Loyal Pur, Street No. 18, New Delhi -110051 and Mr. Nipun Sharma, R/o House No. 49, Street No.2, Jagdamba Colony, Johripur, Delhi - 110094 both of whom are not in the employment of the Company.
- (xii) The notice of AGM provided the following resolutions for approval by the members:

| Resolution No. | Type of Business  | Particulars                                                                                                                                                                                                                                                                                                                                                                       | Type of Resolution  |
|----------------|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 1.             | Ordinary Business | To receive, consider and adopt:<br><br>a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon; and<br><br>b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of the Auditors thereon. | Ordinary Resolution |
| 2              | Ordinary Business | To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2026                                                                                                                                                                                                                                                                                   | Ordinary Resolution |
| 3              | Ordinary Business | To appoint Mr. Rajendra Singh Pawar (DIN: 00042516), as a director, who retires by rotation and being eligible, offers himself for re-appointment.                                                                                                                                                                                                                                | Ordinary Resolution |
| 4              | Ordinary Business | To appoint Mr. Vijay Kumar Thadani (DIN: 00042527), as a director, who retires by rotation and being eligible, offers himself for re-appointment.                                                                                                                                                                                                                                 | Ordinary Resolution |
| 5              | Special Business  | To ratify the remuneration of Cost Auditors for the financial year 2025-26.                                                                                                                                                                                                                                                                                                       | Ordinary Resolution |

*Mulder*



|   |                  |                                                                                                                                                                                                                                      |                     |
|---|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 6 | Special Business | To approve continuation of directorship of Mr. Rajendra Singh Pawar (DIN : 00042516), Non-Executive, Non-Independent Director and Chairman of the Company, who has attained the age of seventy five years.                           | Special Resolution  |
| 7 | Special Business | To approve the payment of remuneration to Mr. Vijay Kumar Thadani (DIN: 00042527), Vice-Chairman & Managing Director of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits.           | Special Resolution  |
| 8 | Special Business | To approve the payment of remuneration to Mr. Sapnesh Kumar Lalla (DIN: 06808242), Executive Director & Chief Executive Officer of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits | Special Resolution  |
| 9 | Special Business | To approve the payment of remuneration to Non-Executive Directors of the Company in the event of absence or inadequacy of profits.                                                                                                   | Ordinary Resolution |

(xiii) Following is summary of the results of the remote e-Voting and e-Voting at the AGM on the resolution(s):

**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, 2026, 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, 2026, and the report of the Auditors thereon.

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

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

| S. No. | Particulars                                                           | No. of Members voted | Total No. of shares voted |
|--------|-----------------------------------------------------------------------|----------------------|---------------------------|
| 1      | Valid Votes cast by shareholders through remote e-Voting and e-voting | 389                  | 8,84,87,938               |

- (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 | 381                                 | 8,84,87,165               | 99.9991                               |
| 2            | Against the Resolution      | 8                                   | 773                       | 0.0009                                |
| <b>Total</b> |                             | <b>389</b>                          | <b>8,84,87,938</b>        | <b>100.0000</b>                       |

- (C) Number of members whose votes were declared invalid, and number of invalid votes cast by them- Nil.

*Mudra*

2) Ordinary Resolution

To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2026.

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

(A) Number of Votes cast through remote e-Voting and e-Voting at 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 | 390                  | 8,86,22,505         |

(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 | 384                                 | 8,86,21,739               | 99.9991                               |
| 2      | Against the Resolution      | 6                                   | 766                       | 0.0009                                |
| Total  |                             | 390                                 | 8,86,22,505               | 100.0000                              |

(C) Number of members whose votes were declared invalid, and number of invalid votes cast by them  
Nil.

3) 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 e-Voting is as under:-

(A) Number of Votes cast through remote e-Voting and e-Voting at 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 | 389                  | 8,86,22,370         |

(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 | 375                                 | 8,84,77,654               | 99.8367                               |
| 2      | Against the Resolution      | 14                                  | 1,44,716                  | 0.1633                                |
| Total  |                             | 389                                 | 8,86,22,370               | 100.0000                              |

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- (C) Number of members whose votes were declared invalid, and number of invalid votes cast by them- Nil.

4) 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.

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

- (A) Number of Votes cast through remote e-Voting and e-Voting at 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 | 390                  | 8,86,22,505         |

- (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 | 373                                 | 8,85,77,963               | 99.9497                               |
| 2      | Against the Resolution      | 17                                  | 44,542                    | 0.0503                                |
| Total  |                             | 390                                 | 8,86,22,505               | 100.0000                              |

- (C) 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 Auditors for the financial year 2025-26

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

- (A) Number of Votes cast through remote e-Voting and e-Voting at 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 | 389                  | 8,86,22,370         |

- (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 | 379                                 | 8,86,21,292               | 99.9988                               |
| 2      | Against the Resolution      | 10                                  | 1,078                     | 0.0012                                |
| Total  |                             | 389                                 | 8,86,22,370               | 100.0000                              |

*Nil*



- (C) Number of members whose votes were declared invalid, and number of invalid votes cast by them- Nil.

6) Special Resolution

To approve continuation of directorship of Mr. Rajendra Singh Pawar (DIN: 00042516), Non-Executive, Non- Independent Director and Chairman of the Company, who has attained the age of seventy-five years.

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

- (A) Number of Votes cast through remote e-Voting and e-Voting at AGM for the Resolution No. 6

| S. No. | Particulars                                                           | No. of Members voted | Total No. of shares |
|--------|-----------------------------------------------------------------------|----------------------|---------------------|
| 1      | Valid Votes cast by shareholders through remote e-Voting and e-voting | 389                  | 8,86,22,370         |

- (B) 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 | 375                                 | 8,84,80,910               | 99.8404                               |
| 2      | Against the Resolution      | 14                                  | 1,41,460                  | 0.1596                                |
| Total  |                             | 389                                 | 8,86,22,370               | 100.0000                              |

- (C) 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 (DIN: 00042527), Vice-Chairman & Managing Director of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits.

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

- (A) Number of Votes cast through remote e-Voting and e-Voting at AGM for the Resolution No. 7

| S. No. | Particulars                                                           | No. of Members voted | Total No. of shares |
|--------|-----------------------------------------------------------------------|----------------------|---------------------|
| 1      | Valid Votes cast by shareholders through remote e-Voting and e-voting | 389                  | 8,86,22,370         |

- (B) 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 | 372                                 | 8,86,12,010               | 99.9883                               |
| 2      | Against the Resolution      | 17                                  | 10,360                    | 0.0117                                |
| Total  |                             | 389                                 | 8,86,22,370               | 100.0000                              |



- (C) Number of members whose votes were declared invalid, and number of invalid votes cast by them- Nil.

**8) Special Resolution**

To approve the payment of remuneration to Mr. Sapnesh Kumar Lalla (DIN: 06808242), Executive Director & Chief Executive Officer of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits.

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

- (A) Number of Votes cast through remote e-Voting and e-Voting at AGM for the Resolution No. 8

| S. No. | Particulars                                                           | No. of Members voted | Total No. of shares |
|--------|-----------------------------------------------------------------------|----------------------|---------------------|
| 1      | Valid Votes cast by shareholders through remote e-Voting and e-voting | 389                  | 8,86,22,370         |

- (B) 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 | 337                                 | 8,29,02,661               | 93.5460                               |
| 2      | Against the Resolution      | 52                                  | 57,19,709                 | 6.4540                                |
| Total  |                             | 389                                 | 8,86,22,370               | 100.0000                              |

- (C) Number of members whose votes were declared invalid, and number of invalid votes cast by them- Nil.

**9) Ordinary Resolution**

To approve the payment of remuneration to Non-Executive Directors of the Company in the event of absence or inadequacy of profits.

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

- (A) Number of Votes cast through remote e-Voting and e-Voting at AGM for the Resolution No. 9

| S. No. | Particulars                                                           | No. of Members voted | Total No. of shares |
|--------|-----------------------------------------------------------------------|----------------------|---------------------|
| 1      | Valid Votes cast by shareholders through remote e-Voting and e-voting | 389                  | 8,86,22,370         |

- (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 | 374                                 | 8,86,20,474               | 99.9979                               |
| 2      | Against the Resolution      | 15                                  | 1,896                     | 0.0021                                |
| Total  |                             | 389                                 | 8,86,22,370               | 100.0000                              |

- (C) Number of members whose votes were declared invalid, and number of invalid votes cast by them- Nil.

*Nil*

Based on the voting rights of the shareholders reckoned on the paid-up value of the shares held by them, I hereby report that the above six (6) Ordinary Resolutions and three (3) Special Resolutions have been passed with the requisite majority.

The voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed as Annexure A.

Thanking you,

Yours truly,

**For LEXNEXUS CORPORATE SOLUTIONS LLP**

**For LEXNEXUS CORPORATE SOLUTIONS LLP**

**LLPIN: ACF-9341**

**Practicing Company Secretaries**



**Milan Malik**

**(Designated Partner)**

**FCS: 9888**

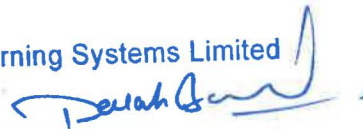
**COP: 16614**

**UDIN: F009888H001426325**

**Date: September 09, 2026**

**Place: Gurugram**

**For NIIT Learning Systems Limited**



**Deepak Bansal**  
**Company Secretary**

## Annexure A

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| Voting results                                                               |                           |
|------------------------------------------------------------------------------|---------------------------|
| Record date                                                                  | 02-09-2026                |
| Total number of shareholders on record date                                  | 74833                     |
| No. of shareholders present in the meeting either in person or through proxy |                           |
| a) Promoters and Promoter group                                              | 0                         |
| b) Public                                                                    | 0                         |
| No. of shareholders attended the meeting through video conferencing          |                           |
| a) Promoters and Promoter group                                              | 9                         |
| b) Public                                                                    | 165                       |
| No. of resolution passed in the meeting                                      | 9                         |
| Disclosure of notes on voting results                                        | <a href="#">Add Notes</a> |

[Prev](#)

For NIIT Learning Systems Limited

Deepak Bansal  
Company Secretary

For LEXNEXUS CORPORATE SOLUTIONS LLP



Designated Partner



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| Resolution (1)                                                           |                               |                    |                     |                                                                                            |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|--------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                         |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | to receive, consider and adopt:                                                            |                          |                        |                                      |                                    |
|                                                                          |                               |                    |                     | a) the audited standalone financial statements of the Company for the financial year ended |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                                    | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                     | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                     | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                                    | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 53227824           | 33585656            | 63.0979                                                                                    | 33585656                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                     | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                     | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33585656            | 63.0979                                                                                    | 33585656                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719620             | 20.5480                                                                                    | 7718847                  | 773                    | 99.9900                              | 0.0100                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                     | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                     | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719620             | 20.5480                                                                                    | 7718847                  | 773                    | 99.9900                              | 0.0100                             |
| Total                                                                    |                               | 138002783          | 88487938            | 64.1204                                                                                    | 88487165                 | 773                    | 99.9991                              | 0.0009                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                            |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                            |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

For LEXNEXUS CORPORATE SOLUTIONS LLP

  
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For NIIT Learning Systems Limited



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 Company Secretary

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| Resolution (2)                                                           |                               |                    |                     |                                                                                                 |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                        |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                              |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2026 |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                                         | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                          | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                          | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                                         | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 53227824           | 33720223            | 63.3507                                                                                         | 33720223                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                          | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                          | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33720223            | 63.3507                                                                                         | 33720223                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719620             | 20.5480                                                                                         | 7718854                  | 766                    | 99.9901                              | 0.0099                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                          | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                          | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719620             | 20.5480                                                                                         | 7718854                  | 766                    | 99.9901                              | 0.0099                             |
| Total                                                                    |                               | 138002783          | 88622505            | 64.2179                                                                                         | 88621739                 | 766                    | 99.9991                              | 0.0009                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                 |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                 |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

For LEXNEXUS CORPORATE SOLUTIONS LLP

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For NIIT Learning Systems Limited

*Deepak Bansal*  
Deepak Bansal  
Company Secretary



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| Resolution (3)                                                           |                               |                    |                     |                                                                                                                                                    |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                           |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                                |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To appoint Mr. Rajendra Singh Pawar (DIN: 00042516), as a director, who retires by rotation and being eligible, offers himself for re-appointment. |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                                                                                            | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                                                                                            | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 53227824           | 33720223            | 63.3507                                                                                                                                            | 33576591                 | 143632                 | 99.5740                              | 0.4260                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33720223            | 63.3507                                                                                                                                            | 33576591                 | 143632                 | 99.5740                              | 0.4260                             |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719485             | 20.5476                                                                                                                                            | 7718401                  | 1084                   | 99.9860                              | 0.0140                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719485             | 20.5476                                                                                                                                            | 7718401                  | 1084                   | 99.9860                              | 0.0140                             |
| Total                                                                    |                               | 138002783          | 88622370            | 64.2178                                                                                                                                            | 88477654                 | 144716                 | 99.8367                              | 0.1633                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                    |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                    |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

For LEXNEXUS CORPORATE SOLUTIONS LLP

*Manoj*

Designated Partner

For NIIT Learning Systems Limited

*Deepak Bansal*

Deepak Bansal  
Company Secretary



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| Resolution (4)                                                           |                               |                    |                     |                                                                                                                                                   |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                                          |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                               |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To appoint Mr. Vijay Kumar Thadani (DIN: 00042527), as a director, who retires by rotation and being eligible, offers himself for re-appointment. |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                                                                                           | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                            | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                            | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                                                                                           | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 53227824           | 33720223            | 63.3507                                                                                                                                           | 33676881                 | 43342                  | 99.8715                              | 0.1285                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                            | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                            | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33720223            | 63.3507                                                                                                                                           | 33676881                 | 43342                  | 99.8715                              | 0.1285                             |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719620             | 20.5480                                                                                                                                           | 7718420                  | 1200                   | 99.9845                              | 0.0155                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                            | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                            | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719620             | 20.5480                                                                                                                                           | 7718420                  | 1200                   | 99.9845                              | 0.0155                             |
| Total                                                                    |                               | 138002783          | 88622505            | 64.2179                                                                                                                                           | 88577963                 | 44542                  | 99.9497                              | 0.0503                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                   |                          |                        | Add Notes                            |                                    |

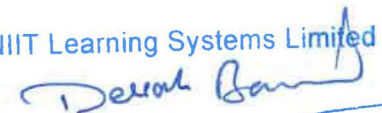
\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

For LEXNEXUS CORPORATE SOLUTIONS LLP


  
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For NIIT Learning Systems Limited


  
Deepak Bansal  
Company Secretary

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| Resolution (5)                                                           |                               |                    |                     |                                                                             |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                    |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                          |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To ratify the remuneration of Cost Auditors for the financial year 2025-26. |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                     | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                      | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                      | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                     | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 53227824           | 33720223            | 63.3507                                                                     | 33720223                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                      | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                      | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33720223            | 63.3507                                                                     | 33720223                 | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719485             | 20.5476                                                                     | 7718407                  | 1078                   | 99.9860                              | 0.0140                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                      | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                      | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719485             | 20.5476                                                                     | 7718407                  | 1078                   | 99.9860                              | 0.0140                             |
| Total                                                                    |                               | 138002783          | 88622370            | 64.2178                                                                     | 88621292                 | 1078                   | 99.9988                              | 0.0012                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                             |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                             |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

For LEXNEXUS CORPORATE SOLUTIONS LLP

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*Deepak Bansal*  
Deepak Bansal  
Company Secretary



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| Resolution (6)                                                           |                               |                    |                     |                                                                                                                                                                                                           |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                                                                                                                                   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                                                                                       |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To approve continuation of directorship of Mr. Rajendra Singh Pawar (DIN: 00042516), Non-Executive, Non- Independent Director and Chairman of the Company, who has attained the age of seventy five years |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                                                                                                                                                   | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                                                                                                                                                   | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 53227824           | 33720223            | 63.3507                                                                                                                                                                                                   | 33579887                 | 140336                 | 99.5838                              | 0.4162                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33720223            | 63.3507                                                                                                                                                                                                   | 33579887                 | 140336                 | 99.5838                              | 0.4162                             |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719485             | 20.5476                                                                                                                                                                                                   | 7718361                  | 1124                   | 99.9854                              | 0.0146                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719485             | 20.5476                                                                                                                                                                                                   | 7718361                  | 1124                   | 99.9854                              | 0.0146                             |
| Total                                                                    |                               | 138002783          | 88622370            | 64.2178                                                                                                                                                                                                   | 88480910                 | 141460                 | 99.8404                              | 0.1596                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                                           |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                                                                           |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

For LEXNEXUS CORPORATE SOLUTIONS LLP

  
 Designated Partner

For NIIT Learning Systems Limited

  
 Deepak Bansal  
 Company Secretary



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| Resolution (7)                                                           |                               |                    |                     |                                                                                                                                                                                                                           |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                                                                                                                                                   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                                                                                                       |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To approve the payment or remuneration to Mr. Vijay Kumar Inadani (DIN: 00042527), Vice-Chairman & Managing Director of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                                                                                                                                                                   | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                                                                                                                                                                   | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 53227824           | 33720223            | 63.3507                                                                                                                                                                                                                   | 33711493                 | 8730                   | 99.9741                              | 0.0259                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33720223            | 63.3507                                                                                                                                                                                                                   | 33711493                 | 8730                   | 99.9741                              | 0.0259                             |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719485             | 20.5476                                                                                                                                                                                                                   | 7717855                  | 1630                   | 99.9789                              | 0.0211                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                                    | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719485             | 20.5476                                                                                                                                                                                                                   | 7717855                  | 1630                   | 99.9789                              | 0.0211                             |
| Total                                                                    |                               | 138002783          | 88622370            | 64.2178                                                                                                                                                                                                                   | 88612010                 | 10360                  | 99.9883                              | 0.0117                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                                                           |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                                                                                           |                          |                        | Add Notes                            |                                    |

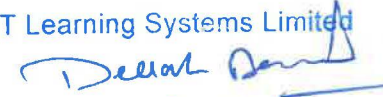
\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

For LEXNEXUS CORPORATE SOLUTIONS LLP


  
Designated Partner

For NIIT Learning Systems Limited


  
Deepak Bansal  
Company Secretary

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| Resolution (8)                                                           |                               |                    |                     |                                                                                                                                                                                                                                      |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                                                                                                                                                              |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                                                                                                                                                   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To approve the payment or remuneration to Mr. Sapnesn Kumar Lalla (DIN: 06808242), Executive Director & Chief Executive Officer of the Company, for the remaining period of tenure, in the event of absence or inadequacy of profits |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                                                                                                                                                                              | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                                               | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                                               | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                                                                                                                                                                              | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 53227824           | 33720223            | 63.3507                                                                                                                                                                                                                              | 28002144                 | 5718079                | 83.0426                              | 16.9574                            |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                                               | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                                               | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33720223            | 63.3507                                                                                                                                                                                                                              | 28002144                 | 5718079                | 83.0426                              | 16.9574                            |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719485             | 20.5476                                                                                                                                                                                                                              | 7717855                  | 1630                   | 99.9789                              | 0.0211                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                                               | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                                               | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719485             | 20.5476                                                                                                                                                                                                                              | 7717855                  | 1630                   | 99.9789                              | 0.0211                             |
| Total                                                                    |                               | 138002783          | 88622370            | 64.2178                                                                                                                                                                                                                              | 82902661                 | 5719709                | 93.5460                              | 6.4540                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                                                                      |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                                                                                                      |                          |                        | Add Notes                            |                                    |

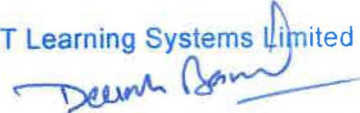
\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

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 Company Secretary



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| Resolution (9)                                                           |                               |                    |                     |                                                                                                                                    |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary                                                                                                                           |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To approve the payment of remuneration to Non-Executive Directors of the Company in the event of absence or inadequacy of profits. |                          |                        |                                      |                                    |
| 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                      | 47206215           | 47182662            | 99.9501                                                                                                                            | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 47206215           | 47182662            | 99.9501                                                                                                                            | 47182662                 | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                      | E-Voting                      | 53227824           | 33720223            | 63.3507                                                                                                                            | 33719970                 | 253                    | 99.9992                              | 0.0008                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 53227824           | 33720223            | 63.3507                                                                                                                            | 33719970                 | 253                    | 99.9992                              | 0.0008                             |
| Public- Non Institutions                                                 | E-Voting                      | 37568744           | 7719485             | 20.5476                                                                                                                            | 7717842                  | 1643                   | 99.9787                              | 0.0213                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                             | 0                        | 0                      | 0.0000                               | 0.0000                             |
|                                                                          | Total                         | 37568744           | 7719485             | 20.5476                                                                                                                            | 7717842                  | 1643                   | 99.9787                              | 0.0213                             |
| Total                                                                    |                               | 138002783          | 88622370            | 64.2178                                                                                                                            | 88620474                 | 1896                   | 99.9979                              | 0.0021                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                    |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                    |                          |                        | Add Notes                            |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |

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Company Secretary