

**NIIT Limited**

Registered Office:  
Plot No 85, Sector 32,  
Institutional Area,  
Gurugram 122 001,  
(Haryana) India  
Tel: +91 (124) 4293000  
Fax: +91 (124) 4293333  
Email: [info@niit.com](mailto:info@niit.com)

CIN: L74899DL1981PLC015865

[www.niit.com](http://www.niit.com)

February 9, 2022

**The Manager****BSE Limited**

Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001

**Subject: Clarification on application**

**Ref :** Application dated February 4, 2022 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited and their respective shareholders and creditors  
(Application Reference No. 146116)

**Scrip Code: BSE – 500304**

Dear Sir,

We would like to submit our para wise response with reference to your query dated February 8, 2022 with regard to our application dated February 4, 2022:

S. No.	Query	Response
1	It has been observed that clause regarding fractional entitlement is not found in the draft scheme. Kindly highlight the same and show how it is in compliance with the latest regulations w.r.t. fractional entitlement clause.	<p>There shall not be any fractional entitlement in the proposed Scheme.</p> <p>As per Para 7.1 of Scheme (relevant extract reproduced hereunder), following is the Share entitlement ratio -</p> <p><i>“For every 1 (one) equity share of the Transferor Company of face value of INR. 2 each held in the Transferor Company, every equity shareholder of the Transferor Company, shall without any application, act or deed, be entitled to receive 1 (one) equity share of face value INR. 2 each of the Transferee Company, credited as fully paid up on the same terms and</i></p>

		<i>conditions of issue as prevalent in the Transferor Company”.</i>
2	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (with PAN & without PAN Nos.): Clear scanned copies not attached.	Clear copies of the Shareholding Pattern (with PAN & without PAN Nos.) are attached as Annexure A
3	An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a).	Auditor Certificate containing reasons for non-applicability of public evoting, was submitted as Annexure XIV. The same is resubmitted herewith as Annexure B.
4	Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure XII or through DD favoring ‘Securities and Exchange Board of India” payable at Mumbai’ As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.	The Company shall pay Processing Fees post sanction of the Proposed Scheme to SEBI.  The same was also mentioned in our Cover letter of the Application.
5	IDC Report	Committee of Independent Directors’ Report was submitted as Annexure XIII. The same is resubmitted herewith as Annexure C
6	No Objection Certificate (NOC) from the lending scheduled commercial banks/ financial institutions/debenture trustees, from not less than 75% of the secured creditors in value.	We have initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions and we shall submit the same with the Exchange before the receipt of the No-objection letter. An undertaking was submitted along with the Application as Annexure XXIII. The same is resubmitted herewith as Annexure D.
7	Undertaking that the transferee entity will not issue/reissue shares not covered under the draft scheme. :To be confirmed by Listed company. (ii) Undertaking that as on date of application there are no outstanding Warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date : To be confirmed by listed company.	Undertaking is attached as Annexure E.

In view of the above, you are requested to issue in-principle approval/no objection letter for the Composite Scheme of Arrangement as mentioned above.

Please do write to the undersigned, if you need any information/details in this regard.

This is for your information and records.

Thanking you,

Yours truly,  
For **NIIT Limited**

  
**Deepak Bansal**  
**Company Secretary &**  
**Compliance Officer**

Encls: a/a

## Annexure A (Without PAN)

PRE SCHEME SHAREHOLDING PATTERN AS ON DECEMBER 31, 2021			
1	Name of Listed Entity:	NIIT LTD.	
2	Scrip Code/Name of Scrip/Class of Security	Equity	
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c )	Reg.31(1)(b )	
	a. If under 31(1)(b) then indicate the report for Quarter ending	31-Dec-21	
	b. If under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	<b>Particulars</b>	<b>Yes*</b>	<b>No*</b>
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether the listed entity has any significant beneficial owner?	Yes	
5	The tabular format for disclosure of holding of specified securities is as follows:-		



Summary Statement Holding of Specified Securities																		
Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group	20	46893777	0	0	46893777	35.08	46893777	0	46893777	35.08	0	0	0	0	0	46893777	
(B)	Public	98287	86765893	0	0	86765893	64.92	86765893	0	86765893	64.92	0	0	0	0	0	86464541	
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total	98307	133659670	0	0	133659670	100	133659670	0	133659670	100	0	0	0	0	0	133358318	

The Share Capital of the Company / Transferor Company as on the date of approving the Scheme (January 28, 2022) is 13,37,39,381 equity shares of Rs.2 each aggregating to Rs.Rs. 26,74,78,762



Summary Statement Holding of Specified Securities																			
* (1)	Category of shareholder (I)	Entity type i.e. promoter OR promoter group entity (except promoter) (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of (A+B+C))	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
									Class eg: X	Class eg: Y	Total								
(a)	Indian																		
	Individuals/ Hindu Undivided Family		16	1436753	0	0	1436753	1.07	1436753	0	1436753	1.07	0	1.07	0	0	0	0	1436753
	ARVIND THAKUR	Promoter Group	1	566829	0	0	566829	0.42	566829	0	566829	0.42	0	0.42	0	0	0	0	566829
	NEETI PAWAR AND RAJENDRA SINGH PAWAR	Promoter Group	1	427326	0	0	427326	0.32	427326	0	427326	0.32	0	0.32	0	0	0	0	427326
	RAJENDRA SINGH PAWAR AND NEETI PAWAR	Promoter	1	155000	0	0	155000	0.12	155000	0	155000	0.12	0	0.12	0	0	0	0	155000
	VIJAY KUMAR THADANI AND RENUKA VIJAY THADANI	Promoter	1	155000	0	0	155000	0.12	155000	0	155000	0.12	0	0.12	0	0	0	0	155000
	URVASHI PAWAR	Promoter Group	1	56250	0	0	56250	0.04	56250	0	56250	0.04	0	0.04	0	0	0	0	56250
	UNNATI PAWAR	Promoter Group	1	56242	0	0	56242	0.04	56242	0	56242	0.04	0	0.04	0	0	0	0	56242
	UDAI PAWAR	Promoter Group	1	7500	0	0	7500	0.01	7500	0	7500	0.01	0	0.01	0	0	0	0	7500
	R S PAWAR HUF	Promoter Group	1	2527	0	0	2527	0.00	2527	0	2527	0.00	0	0.00	0	0	0	0	2527
	V K THADANI HUF	Promoter Group	1	2527	0	0	2527	0.00	2527	0	2527	0.00	0	0.00	0	0	0	0	2527
	RENU KANWAR AND VANDANA KATOCH	Promoter Group	1	2339	0	0	2339	0.00	2339	0	2339	0.00	0	0.00	0	0	0	0	2339
	SANTOSH DOGRA	Promoter Group	1	1687	0	0	1687	0.00	1687	0	1687	0.00	0	0.00	0	0	0	0	1687
	RENUKA VIJAY THADANI AND VIJAY KUMAR THADANI	Promoter Group	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0	0	0	1000
	KAILASH K SINGH AND YOGESH SINGH	Promoter Group	1	750	0	0	750	0.00	750	0	750	0.00	0	0.00	0	0	0	0	750
	JANKI JAMWAL AND NEETI PAWAR	Promoter Group	1	652	0	0	652	0.00	652	0	652	0.00	0	0.00	0	0	0	0	652
	JANKI JAMWAL AND PRAMOD SINGH JAMWAL	Promoter Group	1	562	0	0	562	0.00	562	0	562	0.00	0	0.00	0	0	0	0	562
	JANKI JAMWAL AND KEERTI KATOCH	Promoter Group	1	562	0	0	562	0.00	562	0	562	0.00	0	0.00	0	0	0	0	562
(b)	Central Government/ State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(c)	Financial Institutions/ Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(d)	Any Other (specify)		2	45439873	0	0	45439873	34.00	45439873	0	45439873	34.00	0	34.00	0	0	0	0	45439873
	i) Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
	BODIES CORPORATE- PACE INDUSTRIES PVT LTD	Promoter Group	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
	BODIES CORPORATE- GLOBAL SOLUTIONS PVT LTD	Promoter Group	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
	ii) Trust		2	45439873	0	0	45439873	34.00	45439873	0	45439873	34.00	0	34.00	0	0	0	0	45439873
	VIJAY KUMAR THADANI AS TRUSTEE OF THADANI FAMILY TRUST	Promoter Group	1	22994229	0	0	22994229	17.20	22994229	0	22994229	17.20	0	17.20	0	0	0	0	22994229
	RAJENDRA SINGH PAWAR AS TRUSTEE OF PAWAR FAMILY TRUST	Promoter Group	1	22445644	0	0	22445644	16.79	22445644	0	22445644	16.79	0	16.79	0	0	0	0	22445644
	<b>Sub-Total (A)(1)</b>		<b>18</b>	<b>46876626</b>	<b>0</b>	<b>0</b>	<b>46876626</b>	<b>35.07</b>	<b>46876626</b>	<b>0</b>	<b>46876626</b>	<b>35.07</b>	<b>0</b>	<b>35.07</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>46876626</b>
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		2	17151	0	0	17151	0.01	17151	0	17151	0.01	0	0.01	0	0	0	0	17151
	RASINA UBEROI	Promoter Group	1	15464	0	0	15464	0.01	15464	0	15464	0.01	0	0.01	0	0	0	0	15464
	CHABLANI VINOD AND RUBIKA VINOD CHABLANI	Promoter Group	1	1687	0	0	1687	0.00	1687	0	1687	0.00	0	0.00	0	0	0	0	1687
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(e)	Any Other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
	i) Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
	<b>Sub-Total (A)(2)</b>		<b>2</b>	<b>17151</b>	<b>0</b>	<b>0</b>	<b>17151</b>	<b>0.01</b>	<b>17151</b>	<b>0</b>	<b>17151</b>	<b>0.01</b>	<b>0</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>17151</b>
	<b>TOTAL Shareholding of Promoter and Promoter Group(A) = (1) + (2)</b>		<b>20</b>	<b>46893777</b>	<b>0</b>	<b>0</b>	<b>46893777</b>	<b>35.08</b>	<b>46893777</b>	<b>0</b>	<b>46893777</b>	<b>35.08</b>	<b>0</b>	<b>35.08</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>46893777</b>

Note:

- For Promoter/ Promoter Group :
  - Rajendra Singh Pawar and Vijay Thadani are the only promoters of the Company.
  - In the joint holdings of
    - (a) Rajendra Singh Pawar and Neeti Pawar;
    - (b) Neeti Pawar & Rajendra Singh Pawar;
    - (c) Vijay Kumar Thadani and Renuka Vijay Thadani; and
    - (d) Renuka Vijay Thadani & Vijay Kumar Thadani,
 the second holder is for purpose of convenience only and do not hold any beneficial interest.
- Mr. Chablani Vinod passed away on November 12, 2021. Transmission /change of name to Mrs. Rubika Vinod Chablani was completed after December 31, 2021



Summary Statement Holding of Specified Securities																
Category of shareholder (I)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
							No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a	
							Class eq: X	Class eq: Y	Total							
* (1)	Institutions	6	10243066	0	0	10243066	7.66	10243066	0	10243066	7.66	0	0	0	0	10243066
(a)	Mutual Funds/ UTI	1	9774961	0	0	9774961	7.31	9774961	0	9774961	7.31	0	0	0	0	9774961
(b)	NIPPON LIFE INDIA TRUSTEE LTD./A/C NIPPON INDIA SMALL CAP FUND	1	9774961	0	0	9774961	7.31	9774961	0	9774961	7.31	0	0	0	0	9774961
(c)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(d)	Alternate Investment Funds	4	4544065	0	0	4544065	3.40	4544065	0	4544065	3.40	0	0	0	0	4544065
(e)	MARATHON EDGE INDIA FUND I	1	4116989	0	0	4116989	3.08	4116989	0	4116989	3.08	0	0	0	0	4116989
(f)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(g)	Foreign Portfolio Investors	128	30485082	0	0	30485082	22.81	30485082	0	30485082	22.81	0	0	0	0	30485082
(h)	MASSACHUSETTS INSTITUTE OF TECHNOLOGY	1	7714530	0	0	7714530	5.77	7714530	0	7714530	5.77	0	0	0	0	7714530
(i)	CS INVESTMENT FUNDS 2 - CREDIT SUISSE (LUX) EDUTAINMENT EQUITY FUND	1	3400000	0	0	3400000	2.54	3400000	0	3400000	2.54	0	0	0	0	3400000
(j)	POLUNIN EMERGING MARKETS SMALL CAP FUND, LLC	1	2399780	0	0	2399780	1.80	2399780	0	2399780	1.80	0	0	0	0	2399780
(k)	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	1	1344758	0	0	1344758	1.01	1344758	0	1344758	1.01	0	0	0	0	1344758
(l)	Financial Institutions / Banks	5	6094	0	0	6094	0.00	6094	0	6094	0.00	0	0	0	0	6094
(m)	Insurance Companies	4	794657	0	0	794657	0.59	794657	0	794657	0.59	0	0	0	0	794657
(n)	Provident Funds/ Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(o)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
	Sub-Total (B)(1)	147	46072964	0	0	46072964	34.47	46072964	0	46072964	34.47	0	0	0	0	46072964
* (2)	Central Government/ State Government(s)/ President of India	1	15000	0	0	15000	0.01	15000	0	15000	0.01	0	0	0	0	15000
	Sub-Total (B)(2)	1	15000	0	0	15000	0.01	15000	0	15000	0.01	0	0	0	0	15000
* (3)	Non-Institutions															
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	93862	19477959	0	0	19477959	14.57	19477959	0	19477959	14.57	0	0	0	0	19178294
(b)	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	14	10328614	0	0	10328614	7.73	10328614	0	10328614	7.73	0	0	0	0	10328614
(c)	SURESH KUMAR AGARWAL	1	3113254	0	0	3113254	2.33	3113254	0	3113254	2.33	0	0	0	0	3113254
(d)	ASHISH KACHOLIA	1	3000000	0	0	3000000	2.24	3000000	0	3000000	2.24	0	0	0	0	3000000
(e)	NBFCs registered with RBI	2	1779	0	0	1779	0.00	1779	0	1779	0.00	0	0	0	0	1779
(f)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(g)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(h)	Any Other (specify)	4261	10869577	0	0	10869577	8.13	10869577	0	10869577	8.13	0	0	0	0	10867890
(i)	Bodies Corporate	503	7536465	0	0	7536465	5.64	7536465	0	7536465	5.64	0	0	0	0	7536465
(j)	A K M SYSTEMS PRIVATE LIMITED	1	4044813	0	0	4044813	3.03	4044813	0	4044813	3.03	0	0	0	0	4044813
(k)	Non Resident Indians	1391	1163320	0	0	1163320	0.87	1163320	0	1163320	0.87	0	0	0	0	1161633
(l)	Non Resident Non Repatriates	716	506066	0	0	506066	0.38	506066	0	506066	0.38	0	0	0	0	506066
(m)	Foreign Nationals	3	69629	0	0	69629	0.05	69629	0	69629	0.05	0	0	0	0	69629
(n)	Trust	3	2097	0	0	2097	0.00	2097	0	2097	0.00	0	0	0	0	2097
(o)	Clearing Member	136	392687	0	0	392687	0.29	392687	0	392687	0.29	0	0	0	0	392687
(p)	Resident HUF	1508	758344	0	0	758344	0.57	758344	0	758344	0.57	0	0	0	0	758344
(q)	IEPF	1	440969	0	0	440969	0.33	440969	0	440969	0.33	0	0	0	0	440969
	Sub-Total (B)(3)	98139	40677929	0	0	40677929	30.43	40677929	0	40677929	30.43	0	0	0	0	40376577
	TOTAL Public Shareholding(B) = B(1) + B(2) + B(3)	98287	86765893	0	0	86765893	64.92	86765893	0	86765893	64.92	0	0	0	0	86464541



Summary Statement Holding of Specified Securities																		
	Category of shareholder (I)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
								Class eq: X	Class eq: Y	Total								
' (1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (C)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
' (2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	





S.No.	Name	Passport No. in case of a foreign national	Nationality	Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*					Date of creation / acquisition of significant beneficial interest
				Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	RAJENDRA SINGH PAWAR		India	16.79					
A	PAWAR FAMILY TRUST THROUGH ITS TRUSTEE		India	16.79			No	No	28-12-2018
2	VIJAY KUMAR THADANI		India	17.20					
A	THADANI FAMILY TRUST THROUGH ITS TRUSTEE		India	17.20			No	No	28-12-2018



POST SCHEME SHAREHOLDING PATTERN (basis December 31, 2021)			
1	Name of Listed Entity:	NIIT LTD.	
2	Scrip Code/Name of Scrip/Class of Security	Equity	
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c )	Reg.31(1)(b )	
	a. If under 31(1)(b) then indicate the report for Quarter ending	31-Dec-21	
	b. If under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	<b>Particulars</b>	<b>Yes*</b>	<b>No*</b>
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether the listed entity has any significant beneficial owner?	Yes	
5	The tabular format for disclosure of holding of specified securities is as follows:-		



Summary Statement Holding of Specified Securities																		
Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group	20	46893777	0	0	46893777	35.08	46893777	0	46893777	35.08	0	0	0	0	0	46893777	
(B)	Public	98287	86765893	0	0	86765893	64.92	86765893	0	86765893	64.92	0	0	0	0	0	86464541	
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total	98307	133659670	0	0	133659670	100	133659670	0	133659670	100	0	0	0	0	0	133358318	

Note :

1. The Share Capital of the Company / Transferor Company as on the date of approving the Scheme (January 28, 2022) is 13,37,39,381 equity shares of Rs.2 each aggregating to Rs.Rs. 26,74,78,762
2. Post Scheme shareholding Pattern is on the basis of shareholding pattern of Transferor Company i.e. NIIT Limited, as on December 31, 2021. This may change on the basis of Shareholding Pattern of Transferor Company as on the record date.



Summary Statement Holding of Specified Securities																			
Sl. No.	Category of shareholder (I)	Entity type i.e. promoter OR promoter group entity (except promoter) (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
									Class eg: X	Class eg: Y	Total								
* (1)	Indian																		
(a)	Individuals/ Hindu Undivided Family		16	1436753	0	0	1436753	1.07	1436753	0	1436753	1.07	0	1.07	0	0	0	1436753	
	ARVIND THAKUR	Promoter Group	1	566829	0	0	566829	0.42	566829	0	566829	0.42	0	0.42	0	0	0	566829	
	NEETI PAWAR AND RAJENDRA SINGH PAWAR	Promoter Group	1	427326	0	0	427326	0.32	427326	0	427326	0.32	0	0.32	0	0	0	427326	
	RAJENDRA SINGH PAWAR AND NEETI PAWAR	Promoter	1	155000	0	0	155000	0.12	155000	0	155000	0.12	0	0.12	0	0	0	155000	
	VIJAY KUMAR THADANI AND RENUKA VIJAY THADANI	Promoter	1	155000	0	0	155000	0.12	155000	0	155000	0.12	0	0.12	0	0	0	155000	
	URVASHI PAWAR	Promoter Group	1	56250	0	0	56250	0.04	56250	0	56250	0.04	0	0.04	0	0	0	56250	
	UNNATI PAWAR	Promoter Group	1	56242	0	0	56242	0.04	56242	0	56242	0.04	0	0.04	0	0	0	56242	
	UDAI PAWAR	Promoter Group	1	7500	0	0	7500	0.01	7500	0	7500	0.01	0	0.01	0	0	0	7500	
	R S PAWAR HUF	Promoter Group	1	2527	0	0	2527	0.00	2527	0	2527	0.00	0	0.00	0	0	0	2527	
	V K THADANI HUF	Promoter Group	1	2527	0	0	2527	0.00	2527	0	2527	0.00	0	0.00	0	0	0	2527	
	RENU KANWAR AND VANDANA KATOCH	Promoter Group	1	2339	0	0	2339	0.00	2339	0	2339	0.00	0	0.00	0	0	0	2339	
	SANTOSH DOGRA	Promoter Group	1	1687	0	0	1687	0.00	1687	0	1687	0.00	0	0.00	0	0	0	1687	
	RENUKA VIJAY THADANI AND VIJAY KUMAR THADANI	Promoter Group	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0	0	1000	
	KAILASH K SINGH AND YOGESH SINGH	Promoter Group	1	750	0	0	750	0.00	750	0	750	0.00	0	0.00	0	0	0	750	
	JANKI JAMWAL AND NEETI PAWAR	Promoter Group	1	652	0	0	652	0.00	652	0	652	0.00	0	0.00	0	0	0	652	
	JANKI JAMWAL AND PRAMOD SINGH JAMWAL	Promoter Group	1	562	0	0	562	0.00	562	0	562	0.00	0	0.00	0	0	0	562	
	JANKI JAMWAL AND KEERTI KATOCH	Promoter Group	1	562	0	0	562	0.00	562	0	562	0.00	0	0.00	0	0	0	562	
(b)	Central Government/ State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(c)	Financial Institutions/ Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(d)	Any Other (specify)		2	45439873	0	0	45439873	34.00	45439873	0	45439873	34.00	0	34.00	0	0	0	45439873	
	(i) Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	BODIES CORPORATE- PACE INDUSTRIES PVT LTD	Promoter Group	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	BODIES CORPORATE- GLOBAL SOLUTIONS PVT LTD	Promoter Group	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	(ii) Trust		2	45439873	0	0	45439873	34.00	45439873	0	45439873	34.00	0	34.00	0	0	0	45439873	
	VIJAY KUMAR THADANI AS TRUSTEE OF THADANI FAMILY TRUST	Promoter Group	1	22994229	0	0	22994229	17.20	22994229	0	22994229	17.20	0	17.20	0	0	0	22994229	
	RAJENDRA SINGH PAWAR AS TRUSTEE OF PAWAR FAMILY TRUST	Promoter Group	1	22445644	0	0	22445644	16.79	22445644	0	22445644	16.79	0	16.79	0	0	0	22445644	
	<b>Sub-Total (A)(1)</b>		<b>18</b>	<b>46876626</b>	<b>0</b>	<b>0</b>	<b>46876626</b>	<b>35.07</b>	<b>46876626</b>	<b>0</b>	<b>46876626</b>	<b>35.07</b>	<b>0</b>	<b>35.07</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>46876626</b>	
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		2	17151	0	0	17151	0.01	17151	0	17151	0.01	0	0.01	0	0	0	17151	
	RASINA UBEROI	Promoter Group	1	15464	0	0	15464	0.01	15464	0	15464	0.01	0	0.01	0	0	0	15464	
	CHABLANI VINOD AND RUBIKA VINOD CHABLANI	Promoter Group	1	1687	0	0	1687	0.00	1687	0	1687	0.00	0	0.00	0	0	0	1687	
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(e)	Any Other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	(i) Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	<b>Sub-Total (A)(2)</b>		<b>2</b>	<b>17151</b>	<b>0</b>	<b>0</b>	<b>17151</b>	<b>0.01</b>	<b>17151</b>	<b>0</b>	<b>17151</b>	<b>0.01</b>	<b>0</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>17151</b>	
	<b>TOTAL Shareholding of Promoter and Promoter Group(A) = (1) + (2)</b>		<b>20</b>	<b>46893777</b>	<b>0</b>	<b>0</b>	<b>46893777</b>	<b>35.08</b>	<b>46893777</b>	<b>0</b>	<b>46893777</b>	<b>35.08</b>	<b>0</b>	<b>35.08</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>46893777</b>	

Note:

- For Promoter/ Promoter Group :
  - Rajendra Singh Pawar and Vijay Thadani are the only promoters of the Company.
  - In the joint holdings of
    - (a) Rajendra Singh Pawar and Neeti Pawar;
    - (b) Neeti Pawar & Rajendra Singh Pawar;
    - (c) Vijay Kumar Thadani and Renuka Vijay Thadani; and
    - (d) Renuka Vijay Thadani & Vijay Kumar Thadani,
 the second holder is for purpose of convenience only and do not hold any beneficial interest.
- Mr. Chablani Vinod passed away on November 12, 2021. Transmission /change of name to Mrs. Rubika Vinod Chablani was completed after December 31, 2021



Summary Statement Holding of Specified Securities																
Category of shareholder (I)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
							No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a	
							Class eq: X	Class eq: Y	Total							
*(1)	Institutions															
(a)	Mutual Funds/ UTI	6	10243066	0	0	10243066	7.66	10243066	0	10243066	7.66	0	0	0	0	10243066
	NIPPON LIFE INDIA TRUSTEE LTD./A/C NIPPON INDIA SMALL CAP FUND	1	9774961	0	0	9774961	7.31	9774961	0	9774961	7.31	0	0	0	0	9774961
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(c)	Alternate Investment Funds	4	4544065	0	0	4544065	3.40	4544065	0	4544065	3.40	0	0	0	0	4544065
	MARATHON EDGE INDIA FUND I	1	4116989	0	0	4116989	3.08	4116989	0	4116989	3.08	0	0	0	0	4116989
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(e)	Foreign Portfolio Investors	128	30485082	0	0	30485082	22.81	30485082	0	30485082	22.81	0	0	0	0	30485082
	MASSACHUSETTS INSTITUTE OF TECHNOLOGY	1	7714530	0	0	7714530	5.77	7714530	0	7714530	5.77	0	0	0	0	7714530
	CS INVESTMENT FUNDS 2 - CREDIT SUISSE (LUX) EDUTAINMENT EQUITY FUND	1	3400000	0	0	3400000	2.54	3400000	0	3400000	2.54	0	0	0	0	3400000
	POLUNIN EMERGING MARKETS SMALL CAP FUND, LLC	1	2399780	0	0	2399780	1.80	2399780	0	2399780	1.80	0	0	0	0	2399780
	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	1	1344758	0	0	1344758	1.01	1344758	0	1344758	1.01	0	0	0	0	1344758
(f)	Financial Institutions / Banks	5	6094	0	0	6094	0.00	6094	0	6094	0.00	0	0	0	0	6094
(g)	Insurance Companies	4	794657	0	0	794657	0.59	794657	0	794657	0.59	0	0	0	0	794657
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(i)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
	Sub-Total (B)(1)	147	46072964	0	0	46072964	34.47	46072964	0	46072964	34.47	0	0	0	0	46072964
*(2)	Central Government/ State Government(s)/ President of India	1	15000	0	0	15000	0.01	15000	0	15000	0.01	0	0	0	0	15000
	Sub-Total (B)(2)	1	15000	0	0	15000	0.01	15000	0	15000	0.01	0	0	0	0	15000
*(3)	Non-Institutions															
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	93862	19477959	0	0	19477959	14.57	19477959	0	19477959	14.57	0	0	0	0	19178294
	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	14	10328614	0	0	10328614	7.73	10328614	0	10328614	7.73	0	0	0	0	10328614
	SURESH KUMAR AGARWAL	1	3113254	0	0	3113254	2.33	3113254	0	3113254	2.33	0	0	0	0	3113254
	ASHISH KACHOLIA	1	3000000	0	0	3000000	2.24	3000000	0	3000000	2.24	0	0	0	0	3000000
(b)	NBFCs registered with RBI	2	1779	0	0	1779	0.00	1779	0	1779	0.00	0	0	0	0	1779
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(e)	Any Other (specify)	4261	10869577	0	0	10869577	8.13	10869577	0	10869577	8.13	0	0	0	0	10867890
	i) Bodies Corporate	503	7536465	0	0	7536465	5.64	7536465	0	7536465	5.64	0	0	0	0	7536465
	A K M SYSTEMS PRIVATE LIMITED	1	4044813	0	0	4044813	3.03	4044813	0	4044813	3.03	0	0	0	0	4044813
	ii) Non Resident Indians	1391	1163320	0	0	1163320	0.87	1163320	0	1163320	0.87	0	0	0	0	1161633
	iii) Non Resident Non Repatriates	716	506066	0	0	506066	0.38	506066	0	506066	0.38	0	0	0	0	506066
	iv) Foreign Nationals	3	69629	0	0	69629	0.05	69629	0	69629	0.05	0	0	0	0	69629
	v) Trust	3	2097	0	0	2097	0.00	2097	0	2097	0.00	0	0	0	0	2097
	vi) Clearing Member	136	392687	0	0	392687	0.29	392687	0	392687	0.29	0	0	0	0	392687
	vii) Resident HUF	1508	758344	0	0	758344	0.57	758344	0	758344	0.57	0	0	0	0	758344
	viii) IEPF	1	440969	0	0	440969	0.33	440969	0	440969	0.33	0	0	0	0	440969
	Sub-Total (B)(3)	98139	40677929	0	0	40677929	30.43	40677929	0	40677929	30.43	0	0	0	0	40376577
	TOTAL Public Shareholding(B) = B(1) + B(2) + B(3)	98287	86765893	0	0	86765893	64.92	86765893	0	86765893	64.92	0	0	0	0	86464541



Summary Statement Holding of Specified Securities																		
	Category of shareholder (I)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. a	As a % of total Shares held (b)	No. a	As a % of total Shares held (b)	
								Class eq: X	Class eq: Y	Total								
' (1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (C)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
' (2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



S.No.	Name	Passport No. in case of a foreign national	Nationality	Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*					Date of creation / acquisition of significant beneficial interest
				Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	RAJENDRA SINGH PAWAR		India	16.79					
A	PAWAR FAMILY TRUST THROUGH ITS TRUSTEE		India	16.79			No	No	28-12-2018
2	VIJAY KUMAR THADANI		India	17.20					
A	THADANI FAMILY TRUST THROUGH ITS TRUSTEE		India	17.20			No	No	28-12-2018



PRE SCHEME SHAREHOLDING PATTERN AS ON DECEMBER 31, 2021			
1	Name of Listed Entity:	NIIT Learning Systems Limited	
2	Scrip Code/Name of Scrip/Class of Security	Equity	
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c )	Reg.31(1)(b )	
	a. If under 31(1)(b) then indicate the report for Quarter ending	31-Dec-21	
	b. If under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	<b>Particulars</b>	<b>Yes*</b>	<b>No*</b>
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether the listed entity has any significant beneficial owner?		No
5	The tabular format for disclosure of holding of specified securities is as follows:-		





Summary Statement Holding of Specified Securities																		
Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group	1*	115564072	0	0	115564072	100.00	115564072	0	115564072	0	100.00	0	0	0	0	115564066	
(B)	Public		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C)	Non Promoter- Non Public		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C1)	Shares underlying DRs		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(C2)	Shares held by Employee Trusts		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total	0	115564072	0	0	115564072	100	115564072	0	115564072	0	100	0	0	0	0	115564066	

\*including 6 shares held through 6 nominee shareholders



Summary Statement Holding of Specified Securities																		
Category of shareholder (I)	Entity type i.e. promoter OR promoter group entity (except promoter)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total								
* (1)	Indian																	
(a)	Individuals/ Hindu Undivided Family		0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(b)	Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	i) Bodies Corporate		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	BODIES CORPORATE- NIIT Limited	Promoter	1*	115564072	0	0	115564072	100	115564072	0	115564072	100	0	100	0	0	0	115564066
	Sub-Total (A)(1)		1*	115564072	0	0	115564072	0.00	0	0	115564072	100	0	100	0	0	0	115564066
* (2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	i) Bodies Corporate		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0.00	0	0.00	0	0	0	0	0
	TOTAL Shareholding of Promoter and Promoter Group(A) = (1) + (2)		1*	115564072	0	0	115564072	0.00	0	0	115564072	100	0	100	0	0	0	115564066

\*including 6 shares held through 6 nominee shareholders



Summary Statement Holding of Specified Securities																	
Category of shareholder (I)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
							No of Voting Rights					No. a	As a % of total Shares held (b)	No. a	As a % of total Shares held (b)		
							Class eq: X	Class eq: Y	Total								
* (1)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(a)	Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(e)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(f)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(i)	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
* (2)	Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
* (3)	Non-Institutions																
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(b)	NBFCs registered with RBI	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(c)	Employee Trusts	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
(e)	Any Other (specify)	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	i) Bodies Corporate	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	ii) Non Resident Indians	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	iii) Non Resident Non Repatriates	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	iv) Foreign Nationals	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	v) Trust	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	vi) Clearing Member	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	vii) Resident HUF	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	viii) IEPF	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	Sub-Total (B)(3)	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	
	TOTAL Public Shareholding(B) = B(1) + B(2) + B(3)	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	



Summary Statement Holding of Specified Securities																		
	Category of shareholder (I)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
								Class eq: X	Class eq: Y	Total								
' (1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (C)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
' (2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	



POST SCHEME SHAREHOLDING PATTERN			
1	Name of Listed Entity:	NIIT Learning Systems Limited	
2	Scrip Code/Name of Scrip/Class of Security	Equity	
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c )	Reg.31(1)(b )	
	a. If under 31(1)(b) then indicate the report for Quarter ending	31-Dec-21	
	b. If under 31(1)(c) then indicate date of allotment/extinguishment		
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-		
	<b>Particulars</b>	<b>Yes*</b>	<b>No*</b>
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether the listed entity has any significant beneficial owner?	Yes	
5	The tabular format for disclosure of holding of specified securities is as follows:-		



Summary Statement Holding of Specified Securities																		
Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group	20	46893777	0	0	46893777	35.08	46893777	0	46893777	35.08	0	35.08	0	0	0	0	46893777
(B)	Public	98287	86765893	0	0	86765893	64.92	86765893	0	86765893	64.92	0	64.92	0	0	0	0	86464541
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	98307	133659670	0	0	133659670	100	133659670	0	133659670	100	0	100	0	0	0	0	133358318

Note :

1. Post Scheme shareholding Pattern is on the basis of shareholding pattern of Transferor Company i.e. NIIT Limited, as on December 31, 2021. This may change on the basis of Shareholding Pattern of Transferor Company as on the record date.
2. Upon the Scheme becoming effective, the existing shareholding of Transferor Company, held on Transferee Company shall stand cancelled pursuant to the Scheme.



Summary Statement Holding of Specified Securities																		
Sl. No.	Category of shareholder (I)	Entity type i.e. promoter OR promoter group entity (except promoter) (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of (X)+(VII)) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights					No. a	As a % of total Shares held (b)	No. a	As a % of total Shares held (b)	
									Class eg: X	Class eg: Y	Total							
(1)	Indian																	
(a)	Individuals/ Hindu Undivided Family		16	1436753	0	0	1436753	1.07	1436753	0	1436753	1.07	0	0	0	0	0	1436753
	ARVIND THAKUR	Promoter Group	1	566829	0	0	566829	0.42	566829	0	566829	0.42	0	0	0	0	0	566829
	NEETI PAWAR AND RAJENDRA SINGH PAWAR	Promoter Group	1	427326	0	0	427326	0.32	427326	0	427326	0.32	0	0	0	0	0	427326
	RAJENDRA SINGH PAWAR AND NEETI PAWAR	Promoter	1	155000	0	0	155000	0.12	155000	0	155000	0.12	0	0	0	0	0	155000
	VIJAY KUMAR THADANI AND RENUKA VIJAY THADANI	Promoter	1	155000	0	0	155000	0.12	155000	0	155000	0.12	0	0	0	0	0	155000
	URVASHI PAWAR	Promoter Group	1	56250	0	0	56250	0.04	56250	0	56250	0.04	0	0	0	0	0	56250
	UNNATI PAWAR	Promoter Group	1	56242	0	0	56242	0.04	56242	0	56242	0.04	0	0	0	0	0	56242
	UDAI PAWAR	Promoter Group	1	7500	0	0	7500	0.01	7500	0	7500	0.01	0	0	0	0	0	7500
	R S PAWAR HUF	Promoter Group	1	2527	0	0	2527	0.00	2527	0	2527	0.00	0	0	0	0	0	2527
	V K THADANI HUF	Promoter Group	1	2527	0	0	2527	0.00	2527	0	2527	0.00	0	0	0	0	0	2527
	RENU KANWAR AND VANDANA KATOCH	Promoter Group	1	2339	0	0	2339	0.00	2339	0	2339	0.00	0	0	0	0	0	2339
	SANTOSH DOGRA	Promoter Group	1	1687	0	0	1687	0.00	1687	0	1687	0.00	0	0	0	0	0	1687
	RENUKA VIJAY THADANI AND VIJAY KUMAR THADANI	Promoter Group	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0	0	0	0	1000
	KAILASH K SINGH AND YOGESH SINGH	Promoter Group	1	750	0	0	750	0.00	750	0	750	0.00	0	0	0	0	0	750
	JANKI JAMWAL AND NEETI PAWAR	Promoter Group	1	652	0	0	652	0.00	652	0	652	0.00	0	0	0	0	0	652
	JANKI JAMWAL AND PRAMOD SINGH JAMWAL	Promoter Group	1	562	0	0	562	0.00	562	0	562	0.00	0	0	0	0	0	562
	JANKI JAMWAL AND KEERTI KATOCH	Promoter Group	1	562	0	0	562	0.00	562	0	562	0.00	0	0	0	0	0	562
(b)	Central Government/ State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
(c)	Financial Institutions/ Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
(d)	Any Other (specify)		2	45439873	0	0	45439873	34.00	45439873	0	45439873	34.00	0	0	0	0	0	45439873
	(i) Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
	BODIES CORPORATE- PACE INDUSTRIES PVT LTD	Promoter Group	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
	BODIES CORPORATE- GLOBAL SOLUTIONS PVT LTD	Promoter Group	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
	(ii) Trust		2	45439873	0	0	45439873	34.00	45439873	0	45439873	34.00	0	0	0	0	0	45439873
	VIJAY KUMAR THADANI AS TRUSTEE OF THADANI FAMILY TRUST	Promoter Group	1	22994229	0	0	22994229	17.20	22994229	0	22994229	17.20	0	0	0	0	0	22994229
	RAJENDRA SINGH PAWAR AS TRUSTEE OF PAWAR FAMILY TRUST	Promoter Group	1	22445644	0	0	22445644	16.79	22445644	0	22445644	16.79	0	0	0	0	0	22445644
	<b>Sub-Total (A)(1)</b>		<b>18</b>	<b>46876626</b>	<b>0</b>	<b>0</b>	<b>46876626</b>	<b>35.07</b>	<b>46876626</b>	<b>0</b>	<b>46876626</b>	<b>35.07</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>46876626</b>
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)		2	17151	0	0	17151	0.01	17151	0	17151	0.01	0	0	0	0	0	17151
	RASINA UBEROI	Promoter Group	1	15464	0	0	15464	0.01	15464	0	15464	0.01	0	0	0	0	0	15464
	CHABLANI VINOD AND RUBIKA VINOD CHABLANI	Promoter Group	1	1687	0	0	1687	0.00	1687	0	1687	0.00	0	0	0	0	0	1687
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
(e)	Any Other (specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
	(i) Bodies Corporate		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0	0
	<b>Sub-Total (A)(2)</b>		<b>2</b>	<b>17151</b>	<b>0</b>	<b>0</b>	<b>17151</b>	<b>0.01</b>	<b>17151</b>	<b>0</b>	<b>17151</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>17151</b>
	<b>TOTAL Shareholding of Promoter and Promoter Group(A) = (1) + (2)</b>		<b>20</b>	<b>46893777</b>	<b>0</b>	<b>0</b>	<b>46893777</b>	<b>35.08</b>	<b>46893777</b>	<b>0</b>	<b>46893777</b>	<b>35.08</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>46893777</b>

Note:

- For Promoter/ Promoter Group :
  - Rajendra Singh Pawar and Vijay Thadani are the only promoters of the Company.
  - In the joint holdings of
    - (a) Rajendra Singh Pawar and Neeti Pawar;
    - (b) Neeti Pawar & Rajendra Singh Pawar;
    - (c) Vijay Kumar Thadani and Renuka Vijay Thadani; and
    - (d) Renuka Vijay Thadani & Vijay Kumar Thadani,
 the second holder is for purpose of convenience only and do not hold any beneficial interest.
- Mr. Chablani Vinod passed away on November 12, 2021. Transmission /change of name to Mrs. Rubika Vinod Chablani was completed after December 31, 2021



Summary Statement Holding of Specified Securities																
Category of shareholder (I)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
							No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a	
							Class eq: X	Class eq: Y	Total							
* (1)	Institutions	6	10243066	0	0	10243066	7.66	10243066	0	10243066	7.66	0	0	0	0	10243066
(a)	Mutual Funds/ UTI	1	9774961	0	0	9774961	7.31	9774961	0	9774961	7.31	0	0	0	0	9774961
(b)	NIPPON LIFE INDIA TRUSTEE LTD./A/C NIPPON INDIA SMALL CAP FUND	1	9774961	0	0	9774961	7.31	9774961	0	9774961	7.31	0	0	0	0	9774961
(c)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(d)	Alternate Investment Funds	4	4544065	0	0	4544065	3.40	4544065	0	4544065	3.40	0	0	0	0	4544065
(e)	MARATHON EDGE INDIA FUND I	1	4116989	0	0	4116989	3.08	4116989	0	4116989	3.08	0	0	0	0	4116989
(f)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(g)	Foreign Portfolio Investors	128	30485082	0	0	30485082	22.81	30485082	0	30485082	22.81	0	0	0	0	30485082
(h)	MASSACHUSETTS INSTITUTE OF TECHNOLOGY	1	7714530	0	0	7714530	5.77	7714530	0	7714530	5.77	0	0	0	0	7714530
(i)	CS INVESTMENT FUNDS 2 - CREDIT SUISSE (LUX) EDUTAINMENT EQUITY FUND	1	3400000	0	0	3400000	2.54	3400000	0	3400000	2.54	0	0	0	0	3400000
(j)	POLUNIN EMERGING MARKETS SMALL CAP FUND, LLC	1	2399780	0	0	2399780	1.80	2399780	0	2399780	1.80	0	0	0	0	2399780
(k)	ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND LLC	1	1344758	0	0	1344758	1.01	1344758	0	1344758	1.01	0	0	0	0	1344758
(l)	Financial Institutions / Banks	5	6094	0	0	6094	0.00	6094	0	6094	0.00	0	0	0	0	6094
(m)	Insurance Companies	4	794657	0	0	794657	0.59	794657	0	794657	0.59	0	0	0	0	794657
(n)	Provident Funds/ Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(o)	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
	Sub-Total (B)(1)	147	46072964	0	0	46072964	34.47	46072964	0	46072964	34.47	0	0	0	0	46072964
* (2)	Central Government/ State Government(s)/ President of India	1	15000	0	0	15000	0.01	15000	0	15000	0.01	0	0	0	0	15000
	Sub-Total (B)(2)	1	15000	0	0	15000	0.01	15000	0	15000	0.01	0	0	0	0	15000
* (3)	Non-Institutions															
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	93862	19477959	0	0	19477959	14.57	19477959	0	19477959	14.57	0	0	0	0	19178294
(b)	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	14	10328614	0	0	10328614	7.73	10328614	0	10328614	7.73	0	0	0	0	10328614
(c)	SURESH KUMAR AGARWAL	1	3113254	0	0	3113254	2.33	3113254	0	3113254	2.33	0	0	0	0	3113254
(d)	ASHISH KACHOLIA	1	3000000	0	0	3000000	2.24	3000000	0	3000000	2.24	0	0	0	0	3000000
(e)	NBFCs registered with RBI	2	1779	0	0	1779	0.00	1779	0	1779	0.00	0	0	0	0	1779
(f)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(g)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(h)	Any Other (specify)	4261	10869577	0	0	10869577	8.13	10869577	0	10869577	8.13	0	0	0	0	10867890
(i)	Bodies Corporate	503	7536465	0	0	7536465	5.64	7536465	0	7536465	5.64	0	0	0	0	7536465
(j)	A K M SYSTEMS PRIVATE LIMITED	1	4044813	0	0	4044813	3.03	4044813	0	4044813	3.03	0	0	0	0	4044813
(k)	Non Resident Indians	1391	1163320	0	0	1163320	0.87	1163320	0	1163320	0.87	0	0	0	0	1161633
(l)	Non Resident Non Repatriates	716	506066	0	0	506066	0.38	506066	0	506066	0.38	0	0	0	0	506066
(m)	Foreign Nationals	3	69629	0	0	69629	0.05	69629	0	69629	0.05	0	0	0	0	69629
(n)	Trust	3	2097	0	0	2097	0.00	2097	0	2097	0.00	0	0	0	0	2097
(o)	Clearing Member	136	392687	0	0	392687	0.29	392687	0	392687	0.29	0	0	0	0	392687
(p)	Resident HUF	1508	758344	0	0	758344	0.57	758344	0	758344	0.57	0	0	0	0	758344
(q)	IEPF	1	440969	0	0	440969	0.33	440969	0	440969	0.33	0	0	0	0	440969
	Sub-Total (B)(3)	98139	40677929	0	0	40677929	30.43	40677929	0	40677929	30.43	0	0	0	0	40376577
	TOTAL Public Shareholding(B) = B(1) + B(2) + B(3)	98287	86765893	0	0	86765893	64.92	86765893	0	86765893	64.92	0	0	0	0	86464541





Summary Statement Holding of Specified Securities																		
	Category of shareholder (I)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants)(X)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. a	As a % of total Shares held (b)	No. a		As a % of total Shares held (b)
								Class eq: X	Class eq: Y	Total								
' (1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (C)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
' (2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Sub-Total (C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	



S.No.	Name	Passport No. in case of a foreign national	Nationality	Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*					Date of creation / acquisition of significant beneficial interest
				Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	RAJENDRA SINGH PAWAR		India	16.79					
A	PAWAR FAMILY TRUST THROUGH ITS TRUSTEE		India	16.79			No	No	_____
2	VIJAY KUMAR THADANI		India	17.20					
A	THADANI FAMILY TRUST THROUGH ITS TRUSTEE		India	17.20			No	No	_____



**S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

2nd & 3rd Floor  
Golf View Corporate Tower - B  
Sector - 42, Sector Road  
Gurugram - 122 002, Haryana, India  
Tel : +91 124 681 6000

**Independent Auditor Certificate on Non – applicability of requirements prescribed in Para 10 of Part I to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 (“SEBI Circular”) dated November 23, 2021 in respect of Proposed Composite Scheme of Arrangement**

The Board of Directors  
NIIT Limited  
Plot No 85, Sector – 32, Institutional Area,  
Gurugram, Haryana - 122001

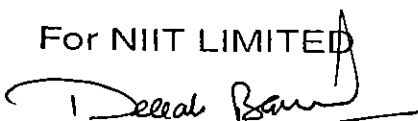
1. This Certificate is issued in accordance with the terms of the Master Engagement Agreement (the “MEA”) dated October 10, 2017 as amended on June 15, 2018 and March 02, 2021 and the Service scope letter (the “SSL”) dated January 19, 2022 which serves as an addendum to the MEA between S.R. Batliboi & Associates LLP (“we” or “us” or “SRBA”) with NIIT Limited (hereinafter the “Company”).
2. In connection with the proposed Composite Scheme of Arrangement between NIIT Limited (“NIIT” or the “Company” or the “Transferor Company”) and NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) (“Transferee Company”) and their respective shareholders and creditors (hereinafter referred to as “Scheme”) in terms of the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (“the Act”), to be approved by the Board of Directors of the Company, the Transferor Company is required to submit an undertaking which is prepared by the Board of Directors of the Transferor Company as per SEBI’s Circular dated November 23, 2021 towards non-applicability of conditions mentioned in paragraph 10(a) and 10(b) read with paragraph 10(c) of heading A of Part I to the SEBI Circular stating reasons thereof (‘the Undertaking’), duly certified by the statutory auditors of the Transferor Company, with BSE Limited, National Stock Exchange of India Limited (together referred to as ‘Stock Exchanges’), Securities and Exchange Board of India (“SEBI”) and National Company Law Tribunal (“NCLT”).
3. In connection with the requirement as stated in Paragraph 2 above, we have been provided by the Transferor Company, a certified copy of the Scheme (as attached herewith) and certified copy of the Undertaking as per the SEBI Circular (as attached herewith). We have initialed the Undertaking for identification purposes only.

**Management’s Responsibility for the Undertaking**

4. The preparation of the Undertaking is the responsibility of the management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
5. The management is also responsible for ensuring that the Transferor Company complies with the requirements of the aforesaid SEBI Circular and the Act, in relation to the Scheme and for providing all the information to SEBI and the Stock Exchanges.

**Auditor’s Responsibility**

6. Pursuant to the requirements of the SEBI Circular, our responsibility is to provide reasonable assurance as to whether the requirements set out in paragraph 10(a) and 10(b) read with paragraph 10(c) of heading A of Part I of the SEBI Circular, as stated in the Undertaking, are applicable to the Scheme or not.

For NIIT LIMITED  
  
Deepak Bansal  
Company Secretary



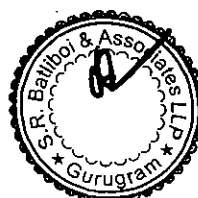
7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria mentioned in paragraph 6 above. Accordingly, we have performed the following procedures in relation to the Certificate:
  - i. Obtained and read certified copy of the proposed Scheme.
  - ii. Obtained and read certified copy of the Undertaking as per the SEBI Circular.
  - iii. Reviewed that the undertaking given by the management appropriately explains all the conditions specified in Para 10(a) and Para 10 (b) of the SEBI Circular.
  - iv. Compared the Undertaking with the proposed Scheme and performed the procedures to review that the fulfillment of all the conditions of Para 10(a) and Para 10 (b) of SEBI Circular as specified in the Undertaking are in accordance with the terms of the Scheme.
  - v. Performed necessary inquiries with the management and obtained necessary representations.
10. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme and other compliance thereof. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of financial statements of the Company.

**Conclusion**

11. Based on the procedures performed by us as stated in paragraph 9 above and on the basis of verification of the Undertaking given by the Transferor Company and according to the information and explanations received and management representation obtained, we are of the opinion that based on the reasons stated in the Undertaking, the conditions prescribed in the Paragraph 10 (a) and 10 (b) read with para 10 (c) of the SEBI Circular are not applicable to the Scheme.

**Restriction on Use**

12. Our work was performed solely to assist the Company in meeting its responsibilities in relation to compliance with the aforesaid SEBI Circular. Our obligations in respect of this certificate are entirely separate and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.



# **S.R. BATLIBOI & ASSOCIATES LLP**

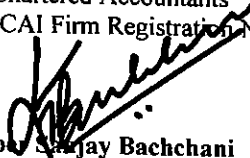
Chartered Accountants

13. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to comply with requirement of SEBI Circular for onward submission to the Stock Exchanges, SEBI and NCLT or any other regulatory authority for the purpose of approval of Scheme. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

  
Sanjay Bachchani

Partner

Membership Number: 400419

UDIN: 22400419AAAAAY6724



Place of Signature: Gurugram

Date: January 28, 2022



**NIIT Limited**

Registered Office:  
Plot No 85, Sector 32,  
Institutional Area,  
Gurugram 122 001,  
(Haryana) India  
Tel: +91 (124) 4293000  
Fax: +91 (124) 4293333  
Email: info@niit.com

CIN: L74899DL1981PLC015865

www.niit.com

**Undertaking pursuant to Paragraph I(A)(10)(c) of Part I of SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Circular") regarding non-applicability of the requirements prescribed under paragraph I(A)(10) (a) and I(A)(10)(b) of Part I of the SEBI Circular in respect of the Scheme**

Pursuant to Paragraph I(A)(10)(b) of Part I of SEBI Circular, NIIT Limited hereby confirms that the conditions prescribed in Paragraph I(A)(10)(a) of Part I of SEBI Circular, in relation to voting by public shareholders through e-voting, is not applicable to the proposed draft Composite Scheme of Arrangement under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, between NIIT Limited ('the Transferor Company' or 'NIIT' or 'the Company') and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company ('the Transferee Company' or 'NLSL') and their respective shareholders and creditors ('Scheme' or 'the Scheme' or 'this Scheme'), as the Scheme does not include the cases specified in Paragraph I(A)(10)(b) of Part I of the SEBI Circular, as per the details given below :

1. **Para (I)(A)(10)(b)(i) : Where additional shares have been allotted to Promoter, Promoter Group, Related Parties of Promoter or Promoter Group, Associates of Promoter or Promoter Group, Subsidiary(ies) of Promoter or Promoter Group of the listed entity**

**Reason for non-applicability**

Pursuant to the Scheme:

- (i) No shares or any other consideration will be issued or paid by NIIT Limited (listed entity).
- (ii) Issue of fully paid up equity shares will be made by the Transferee Company to all the members of Transferor Company (as on record date) as per the Share Entitlement Ratio enshrined in Clause 7 of the Scheme.
- (iii) Further, the Scheme does not envisage any additional issue or allotment of shares to the Promoter, Promoter Group, Related Parties of Promoter or Promoter Group; Associates of Promoter or Promoter Group; Subsidiary(ies) of Promoter or Promoter Group of NIIT (listed entity) except as provided in clause 1(ii) above

Thus, this para is not applicable.

2. **Para (I)(A)(10)(b)(ii): Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter, Promoter Group, Related Parties of Promoter or Promoter Group, Associates of Promoter or Promoter Group, Subsidiary(ies) of Promoter or Promoter Group.**

**Reason for non-applicability**



S.R. Ballibol & Associates LLP, Gurugram

for Identification

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- (i) The aforesaid paragraph is not applicable to the proposed Scheme as the Scheme is between the Transferor Company and its wholly owned subsidiary i.e NLSL.
- (ii) The Scheme does not involve any other entity involving the Promoter, Promoter Group, Related Parties of Promoter or Promoter Group, Associates of Promoter or Promoter Group, Subsidiary(ies) of Promoter or Promoter Group of the listed entity i.e NIIT

3. **Para (1)(A)(10)(b)(iii):** Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter, Promoter Group, Related Parties of Promoter or Promoter Group, Associates of Promoter or Promoter Group, Subsidiary(ies) of Promoter or Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme

**Reason for non-applicability**

The Scheme does not involve any merger of an unlisted entity, thus, this para is not applicable.

4. **Para (1)(A)(10)(b)(iv):** Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity;

**Reason for non-applicability**

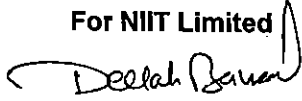
The Scheme does not involve any merger of an unlisted entity, thus, this para is not applicable.

5. **Para (1)(A)(10)(b)(v):** where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity share

**Reason for non-applicability**

- (i) Upon the Scheme coming into effect, the Transferee Company shall issue and allot fully paid-up equity shares to the shareholders of the Transferor Company in accordance with the share entitlement ratio as enshrined in the Scheme (as on record date) and such shares issued by the Transferee Company will be listed subsequently.
- (ii) No consideration other than as stated in 5(i) above is envisaged under the Scheme. Hence, this para is not applicable.

For NIIT Limited

  
Deepak Bafsat  
Company Secretary  
Date : January 28, 2022



S.R. Battiboi & Associates LLP, Gurugram

for Identification

## NIIT LIMITED

**REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF NIIT LIMITED, RECOMMENDING THE DRAFT COMPOSITE SCHEME OF ARRANGEMENT BETWEEN NIIT LIMITED ('THE TRANSFEROR COMPANY' OR 'NIIT' OR 'THE COMPANY') AND NIIT LEARNING SYSTEMS LIMITED ('THE TRANSFEREE COMPANY' OR 'NLSL') AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**Members Present**

Mr. Anand Sudarshan	:	Chairperson
Ms. Geeta Mathur	:	Member
Mr. Ravinder Singh	:	Member
Ms. Avani Vishal Davda	:	Member
Ms. Sangita Singh	:	Member
Mr. Ravindra Babu Garikipati	:	Member

**In attendance**

Mr. Sanjay Mal	:	Chief Financial Officer
Mr. Deepak Bansal	:	Company Secretary

**1. Background of the proposed scheme:**

1.1 A draft Composite Scheme of Arrangement under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), between NIIT Limited ('the Transferor Company' or 'NIIT' or 'the Company') and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company ('the Transferee Company' or 'NLSL') and their respective shareholders and creditors ('the Scheme') has been placed before the Committee of Independent Directors ('ID Committee') by the management for it to consider recommending the said draft scheme to the Board of Directors, at the meeting held on January 28, 2022. Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

1.2 The Scheme, inter-alia provides for the following:

- (i) Reduction of the existing paid up share capital and the securities premium against the accumulated losses of the Transferee Company without any further act and deed, with the approval of the NCLT in terms of Section 66 of the Act as elaborated in Part III of the Scheme;
- (ii) the transfer and vesting of the CLG Business Undertaking of the Transferor Company to the Transferee Company and the consequent issue of equity shares by the Transferee Company to the shareholders of the Transferor Company pursuant to Sections 230 to 232 and other relevant provisions of

For NIIT LIMITED

  
 Deepak Bansal  
 Company Secretary



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the Act in the manner provided for in the Scheme and in compliance with Section 2(19AA) of IT Act as elaborated in Part IV of the Scheme;

(iii) re-organization of the authorized share capital of the Transferee Company as elaborated in Part V of the Scheme; and

(iv) listing of the share capital of the Transferee Company, consisting of the fully paid-up equity shares of the Transferee Company issued as consideration in terms of Clause 7 of this Scheme to the shareholders of the Transferor Company, on the National Stock Exchange of India Limited and the BSE Limited (Stock Exchanges) after the Scheme becomes effective post approval by NCLT and filing with the RoC [Registrar of Companies], in accordance with the provisions of the SEBI Circular, as elaborated in Part VI of the Scheme; and

(v) various other matters consequential or otherwise integrally connected therewith.

1.3 The Equity shares of the NIIT are listed on the Stock Exchanges and NIIT will be filing the Scheme along with necessary information / documents with both Stock Exchanges.

2. This report of the ID Committee is made in order to comply with the requirements of the Securities Exchange Board of India ('SEBI') circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Circular") and after considering the following:

- a. Draft Composite Scheme, duly initialled by the Chairperson of the ID Committee for the purpose of identification;
- b. The Valuation Report containing the Share Entitlement Ratio dated January 28, 2022 from Ms. Drushti R. Desai, Bansi S. Mehta & Co, Registered Valuer having Registration Number: IBBI/RV/06/2019/10666 ("Valuation Report");
- c. The Fairness Opinion Report dated January 28, 2022 issued by Corporate Professionals Capital Private Limited, a SEBI Registered Merchant Banker, providing its opinion on the fairness of the share entitlement ratio as recommended in the Valuation Report ("Fairness Opinion Report");
- d. The Certificate dated January 28, 2022 from Ms/ S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), the Statutory Auditor of the Company ("Statutory Auditor"), certifying that the accounting treatment proposed in the Scheme is in compliance with the accounting standards prescribed under the Act; and;
- e. The Certificate dated January 28, 2022 from Ms/ S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), Statutory Auditor, certifying the non-applicability of clause 10(b) read with clause 10(a) of SEBI Circular.

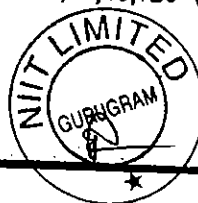


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2. **Rationale of the Scheme:**

The ID Committee took note of the rationale of the Scheme, which inter-alia is as follows:

- (a) The transfer and vesting of the CLG Business Undertaking into the Transferee Company pursuant to this Scheme shall be in the interest of all concerned stakeholders including shareholders, customers, creditors, employees and general public, in the following ways:
- (i) The CLG Business and the Residual Business (all undertakings, businesses, activities and operations of the Transferor Company other than the CLG Business Undertaking, including but not limited to the SNC Business) address different market segments with unique opportunities and dynamics in terms of business strategy, customer set, geographic focus, competition, capabilities set, talent needs and distinct capital requirements. The transfer of the CLG Business Undertaking into the Transferee Company will enable each business to sharpen their focus and organize their activities and resources to improve their offerings to their respective customers. This would help to improve their competitiveness, operational efficiency, agility and strengthen their position in relevant markets resulting in more sustainable growth and competitive advantage.
  - (ii) Both businesses have attained a significant size, scale and have a large headroom for growth in their respective markets. As both these businesses are entering the next phase of growth, the transfer and vesting of the CLG Business Undertaking into the Transferee Company pursuant to this Scheme would result in focused management attention and efficient administration to maximize their respective potential.
  - (iii) Further, as the two businesses have separate growth trajectories, risk profile and capital requirement, the segregation of the CLG Business Undertaking and the Residual Business will enable independent value discovery and lead to unlocking of value for each business.
  - (iv) The Transferee Company is the existing wholly owned subsidiary of Transferor Company that provides managed training solutions which predominantly include technology-based solutions to customers. Housing the CLG Business Undertaking in the Transferee Company is expected to be synergistic and will leverage the experience and expertise available in the Transferee Company of providing IP driven solutions including content, tools and platforms to customers in the education sector.
- (b) As on January 28, 2022, the Transferee Company has an existing paid up equity share capital of INR. 115,56,40,720 (Rupees One hundred and



Fifteen Crore Fifty Six Lakh Forty Thousand Seven Hundred and Twenty only). However, ongoing and accumulated losses have substantially wiped off the value represented by the paid up equity share capital. Accordingly, the restructuring of the equity share capital and securities premium of the Transferee Company by way of reduction of paid up equity share capital and securities premium will rationalise its capital structure.

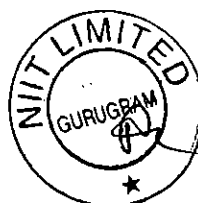
**3. Valuation Report containing the Share Entitlement Ratio and confirmation on Accounting Treatment:-**

- a) The ID Committee took note of the Valuation Report which *inter-alia*, recommended the following Share Entitlement Ratio for the proposed transfer of CLG Business Undertaking from Transferor Company to Transferee Company :-  
*"For every 1 (one) equity share of the Transferor Company of face value of INR. 2 each held in the Transferor Company, every equity shareholder of the Transferor Company, shall without any application, act or deed, be entitled to receive 1(one) equity share of face value INR. 2 each of the Transferee Company, credited as fully paid up on the same terms and conditions of issue as prevalent in the Transferor Company".*
- b) The Fairness Opinion Report confirmed that the Share Entitlement Ratio as set out in the Valuation Report is fair to the Company and their respective shareholders.
- c) Ms/ S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), the Statutory Auditors of the Company have confirmed that the accounting treatment as specified in the Scheme is in accordance with applicable Accounting Standards specified by the Central Government in Section 133 of the Act.
- d) Ms/ S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), the Statutory Auditors of the Company have confirmed the non-applicability of clause 10(b) read with Clause 10(a) of the SEBI Circular.

**4. Salient Features of the Scheme**

The ID Committee considered and took note of the salient features of Scheme, which *inter-alia* are as under:

- a) The proposed Appointed Date of the Scheme will be April 01, 2022.
- b) "Effective Date" means the date on which the Scheme shall become effective pursuant to Clause 12 of the Scheme. Any references in this Scheme to "upon this Scheme becoming effective" or "effectiveness of this Scheme" or "after this Scheme becomes effective" means and refers to the Effective Date;
- c) The Scheme shall be deemed to be effective from the Appointed Date but shall be operative only from the Effective Date;



*[Handwritten signature]*

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- d) The coming into effect of the Scheme is conditional upon and subject to:
- i. The approval by the requisite majorities of the classes of persons, including shareholders, creditors of the Transferor Company and the Transferee Company as may be directed by the NCLT under Sections 230- 232 of the Act;
  - ii. The sanctioning of this Scheme by the NCLT, whether with any modifications or amendments as NCLT may deem fit or otherwise;
  - iii. The filing of the certified copies of the orders of the NCLT with the concerned Registrar of Companies, by the Transferor Company and the Transferee Company, as the case may be; and
  - iv. Any other sanctions and orders as may be directed by the NCLT in respect of the Scheme.
  - v. Any other condition as mentioned in the Scheme.
- e) Upon effectiveness of the Scheme:
- i. The Transferee Company shall issue and allot fully paid equity shares to the shareholders of the Transferor Company as per the Share Entitlement Ratio as specified in the Scheme;
  - ii. The equity shares of the Transferee Company issued in terms of the Scheme will be listed and/ or admitted to trading on the Stock Exchanges where the shares of the Transferor Company are listed on the Effective Date; and
  - iii. The Transferee Company shall apply to all the Stock Exchanges (where the shares of the Transferor Company are listed) and SEBI for listing and admission to trading of all its equity shares issued to the shareholders of the Transferor Company pursuant to this Scheme in terms of the SEBI Circular read with any other Applicable Laws.

**5. Effect of the Scheme on the Shareholders of the Company:**

The ID Committee discussed and deliberated upon the rationale and expected benefits of the Scheme. The ID Committee also noted that upon the Scheme becoming effective, pursuant to the transfer and vesting of CLG Business undertaking of the Transferor Company into Transferee Company, and in consideration for the said transfer, the shareholders of the Transferor Company shall be issued and allotted fully paid up equity shares in the Transferee Company as per the Equity Share Entitlement Ratio. Accordingly, the overall economic interest of the equity shareholders of the Transferor Company shall remain same in both the Transferor Company and Transferee Company. Further, there is no proposed change in the shareholding pattern of the Company pursuant to the said Scheme.

The equity shares of Transferee Company so issued and allotted as provided above shall be listed on the Stock Exchanges.

In light of the above discussions, Valuation Report, Fairness Opinion Report, other documents presented before the ID Committee and rationale of the Scheme, the ID




Committee was of the opinion that the proposed Scheme is expected to be beneficial to the Company and all other stakeholders at large and is not detrimental to the interest of shareholders of the Company.

**6. Recommendation**

The ID Committee, after due deliberation and due consideration of all terms of the draft Scheme, Valuation Report, Fairness Opinion Report, Certificate and confirmation and undertaking from Statutory Auditors, other presentations, reports, documents and information made to/furnished before the ID Committee in relation to the said Scheme and the specific points mentioned above, recommends the draft Scheme to the Board of Directors of the Company for their approval.

**By Order of the Committee of Independent Directors**

**For and on behalf of NIIT Limited**

  
**Anand Sudarshan**  
**Chairperson**

**Date: January 28, 2022**

**Place: Bangalore**



# NIIT

**NIIT Limited**

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(Haryana) India  
Tel: +91 (124) 4293000  
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Email: info@niit.com

CIN: L74899DL1981PLC015865

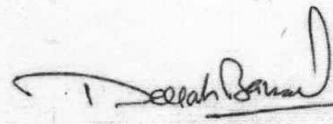
www.niit.com

**Undertaking**

We, NIIT Limited, hereby confirm that we have initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees as required under Para A (2) (k) of Part I of SEBI Master Circular dated November 23, 2021 and we shall submit the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For NIIT Limited

  
**Vijay K Thadani**  
Vice Chairman & Managing Director

  
**Deepak Bansal**  
Company Secretary &  
Compliance Officer



Date : February 4, 2022

**NIIT Limited**

Registered Office:  
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Email: [info@niit.com](mailto:info@niit.com)

CIN: L74899DL1981PLC015865

[www.niit.com](http://www.niit.com)

**Annexure E**

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.


Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for proposed Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), and their respective shareholders and creditors**

In connection with the above application, we hereby confirm that:

1. the transferee entity [NIIT Learning Systems Limited] will not issue/reissue shares not covered under the draft scheme.
2. As on date of application there are no outstanding Warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date.

**For NIIT Limited**

  
Deepak Bansal  
Company Secretary

Date : February 09, 2022