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November 16, 2022

The Manager
National Stock Exchange of India Limited
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

The Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Sub: Submission of Summary of the Proceedings of the Meeting of the Equity Shareholders of NIIT Limited held on November 15, 2022 pursuant to the order passed under provisions of Sections 230 to 232 of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Chandigarh Bench

Dear Sir,

This is to inform you that the Meeting of the Equity Shareholders (the "Meeting") of the Company was held today, i.e. Tuesday, November 15, 2022 at 10:00 A.M. IST through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM") pursuant to the directions issued by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") vide its order dated August 29, 2022 read with the order dated September 8, 2022 and in compliance with the provisions of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), to consider and approve the Composite Scheme of Arrangement between NIIT Limited ("**Transferor Company**"/ "**the Company**") and NIIT Learning Systems Limited ("**Transferee Company**") and their respective Shareholders and Creditors ("**Scheme**").

The Meeting was concluded at 10:57 A.M. (IST).

In accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), we are pleased to submit the summary of proceedings of the NCLT Convened Meeting of the Equity Shareholders of the Company ("the Meeting") held on Tuesday, November 15, 2022.

We request you take this on record and treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking You,
Yours faithfully
For **NIIT Limited**

Deepak Bansal
Company Secretary & Compliance Officer
Encl: a/a

Summary of the Proceedings of the Meeting of the Equity Shareholders of NIIT Limited, Convened by the Hon'ble National Company Law Tribunal (NCLT)

The Hon'ble National Company Law Tribunal, Chandigarh Bench ("**NCLT**"/ "**Hon'ble Tribunal**") Convened Equity Shareholders Meeting (the "**Meeting**") of NIIT Limited (the "**Company**") was held on **Tuesday, November 15, 2022 at 10:00 A.M. (IST) through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM")** to transact the business as stated in the Notice dated October 8, 2022, pursuant to the NCLT order dated August 29, 2022, read with the order dated September 8, 2022, ("**NCLT Orders**").

Mr. Deepak Bansal, Company Secretary & Compliance Officer of the Company informed that the quorum as directed by the Hon'ble Tribunal was not present in terms of the Order dated 29.08.2022. Hence, the meeting was adjourned by the Chairperson by 30 minutes pursuant to the aforesaid NCLT Order dated 29.08.2022 that is to 10:35 A.M. on the same day. Thus, thereafter, the Chairperson started the meeting at 10:35 A.M. and the equity shareholders present, constituted the quorum in terms of the aforesaid order dated 29.08.2022. The Chairperson called the meeting to order.

The following persons attended the Meeting:

Name	Designation
Mr. Anand Chhibbar	: Chairperson, appointed by Hon'ble NCLT
Mr. Vaibhav Sharma	: Alternate Chairperson, appointed by Hon'ble NCLT
Mr. Pawan Kumar Goyal	: Scrutinizer*, appointed by Hon'ble NCLT
Mr. Deepak Bansal	: Company Secretary of the Company

*for scrutinizing the remote e-voting and e-voting at the Meeting.

The Chairperson welcomed the shareholders present at the Meeting.

Mr. Deepak Bansal, Company Secretary & Compliance Officer welcomed the members and informed that this Meeting has been convened by the Hon'ble NCLT to consider and approve the proposed Composite Scheme of Arrangement between NIIT Limited (the Transferor Company) and NIIT Learning Systems Limited (the Transferee Company) and their respective Shareholders and Creditors.

The Meeting was conducted through VC/OVAM facility pursuant to the NCLT Orders. The facility of proxy appointment was not available and representatives of corporate shareholders were allowed to attend the meeting. He further informed that the documents for inspection, as referred to the Notice, were available electronically/ physically for inspection on all working days upon request, without any fee by the Equity Shareholders from the date of circulation of Notice up to the date of Meeting. The said documents were also available at the website of the Company.

With the permission of the members, the Notice convening the meeting was taken as read.

He further apprised the Members present at the Meeting about the salient features of the Scheme.

He informed the Members that the facility of remote e-voting for exercising their voting rights through e-voting platform provided by National Securities Depositories Limited ("**NSDL**") was made available from Friday, November 11, 2022 at 09:00 A.M. (IST) to Monday, November 14, 2022 at 05:00 P.M. (IST). The Members, who had not voted through remote e-voting and attended this Meeting were provided an opportunity to cast their votes within 15 minutes post closure of the Meeting.

Thereafter, the Chairperson informed the Members that following Resolution set out in the Notice convening the Meeting to be voted by remote e-voting and e-voting during the Meeting:

To consider and approve the Composite Scheme of Arrangement between the NIIT Limited (“Transferor Company”/ “Applicant Company 1”/ “the Company”) NIIT Learning Systems Limited (“Transferee Company”/ “Applicant Company 2”) and their respective Shareholders and Creditors.

The e-voting facility was kept open for 15 minutes post closure of the Meeting to enable the Members to cast their vote.

The scrutinizer to prepare the report & submit to the chairperson.

Thereafter, the Chairperson thanked the members for attending and participating at the Meeting.

The meeting was closed with a vote of thanks to the Chairperson, Shareholders and other attendees. The was concluded at 10:57 A.M. (including time of e-voting).

The Voting results pursuant to Regulation 44(3) of the Listing Regulations and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, will be submitted in due course.

Thanking You,
Yours faithfully
For **NIIT Limited**

Deepak Bansal
Company Secretary & Compliance Officer