



**NIIT Limited**  
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CIN: L74899HR1981PLC107123

www.niit.com

**November 16, 2022**

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

**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

**Sub: Submission of Summary of the Proceedings of the Meeting of the Secured Creditors 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 Secured Creditors (the "Meeting") of the Company was held today, i.e. Tuesday, November 15, 2022 at 12:00 P.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"), 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 12:22 P.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 Secured Creditors 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 Secured Creditors 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 Secured Creditors (the "**Meeting**") of NIIT Limited (the "**Company**") was held on **Tuesday, November 15, 2022 at 12:00 P.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 is present in terms of the 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 creditors present at the Meeting.

Mr. Deepak Bansal, Company Secretary & Compliance Officer welcomed the creditors 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 creditors 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 Secured Creditors 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 Creditors, the Notice convening the meeting was taken as read.

He informed the Creditors 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 Creditors, 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 Creditors 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 Creditors to cast their vote.

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

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

The meeting was closed with a vote of thanks to the Chairperson, Creditors and other attendees. The was concluded at 12:22 P.M. (including time of e-voting).

The 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**