

NIIT Limited
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Fax: +91 (124) 4293333
Email: info@niit.com

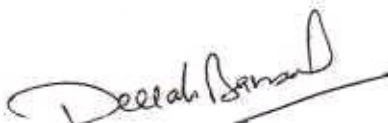
Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

ANNEXURE XV

Format of the Compliance Report to be submitted along with the draft scheme

It is hereby certified that the draft Scheme of Amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with NIIT Limited, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes Submitted
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes Submitted Refer Annexure – III
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes Submitted Refer Annexure – XVI
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes Shall be Complied



Deepak Bansal
Company Secretary

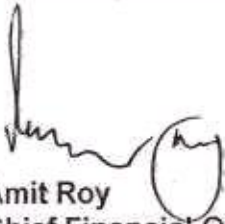


Vijay K Thadani
Vice Chairman & Managing Director

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Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with NIIT Limited are in compliance with all the Accounting Standards applicable to a listed entity.



Amit Roy
Chief Financial Officer



Vijay K Thadani
Vice Chairman & Managing Director

