

**NIIT Limited**

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CIN: L74899DL1981PLC015865

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July 6, 2022

The Manager
National Stock Exchange of India Ltd
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

Subject: Compliance Status of Observation Letters dated May 31, 2022

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir/Madam,

This is with reference to our 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 (“the Scheme”) and observation letter dated May 30, 2022 issued by BSE Limited and observation letter dated May 31, 2022 issued by National Stock Exchange of India Limited (“Observation Letters”) for the said draft Scheme.

Please find below the status of Compliance as mentioned /advised by the aforesaid Observation Letters:

Sr. No.	Particulars	Compliance Status (Y/N)	Remarks
1.	<i>Company shall ensure disclosure of all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.</i>	Yes	The Company has provided relevant information to the Hon'ble NCLT in the Petition filed on June 26, 2022. Further, the Company shall provide the relevant information to the shareholders while seeking approval of the scheme.

2.	<i>Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT</i>	Yes	The observations of SEBI/Stock Exchanges has been incorporated by the Company in the petition filed before NCLT on June 26, 2022.
3.	<p>The following provision shall be incorporated in the scheme:</p> <p>(a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."</p> <p>(b) "There shall be no change in the shareholding pattern or control in NIIT Learning Systems Limited between the record date and the listing which may affect the status of this approval."</p>	Yes	Para 7.2 of the Scheme already included the provision.

The Company shall ensure other compliances as mentioned in Observation Letters in due course and update the compliance status at the time of Listing of Shares of NIIT Learning Systems Limited.

Thanking You

Yours truly,
For **NIIT Limited**



Deepak Bansal
Company Secretary
& Compliance Officer