

**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)

March 11, 2022

The Secretary  
**Bombay Stock Exchange Limited**  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-400 001

The Secretary  
**National Stock Exchange of India Ltd**  
Exchange Plaza  
5<sup>th</sup> Floor, Plot no C/1, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051.

**Sub: Submission of No Objection Certificate (NOC) for the proposed Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited and their respective shareholders and creditors**

**Scrip Code: BSE – 500304; NSE – NIITLTD**

Dear Sir,

This is in reference to our application dated February 4, 2022 filed under Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the 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, as may be applicable, between NIIT Limited ('the Transferor Company' or 'NIIT' or 'the Company') and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited) ('the Transferee Company' or 'NLSL') and their respective shareholders and creditors ('Scheme' or 'the Scheme' or 'this Scheme'), subject to necessary statutory, regulatory and/or corporate approvals, as applicable.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, please find enclosed herewith No Objection Certificates (NOCs) from the lending scheduled commercial banks/ financial institutions, from more than 75% of the secured creditors in value. Further to inform you that the Company doesn't have any debenture/debenture trustee or term loan.

<b>Bank Name</b>	<b>Working Capital Facility – fund/non-fund based (Rs. in Millions)</b>	<b>% in value of total limits</b>	<b>No Objection Certificates</b>
ICICI Bank Limited	280	31.75	Attached
Indian Overseas Bank	190	21.54	Attached
Standard Chartered Bank	100	11.34	Attached
Citi Bank N.A.	112	12.7	Attached
Yes Bank Limited	200	-	in progress
<b>Total</b>	<b>882</b>	<b>77.33</b>	

Also, note that these NOCs are being uploaded on the website of the Company at <http://www.niit.com/india/training/investors/Pages/investor-information.aspx> as required under the said SEBI circular dated November 23, 2021.

We request you to please take the same on record and provide us the in-principle approval/ no objection letter for the abovementioned Scheme of Arrangement.

Thanking you,

Yours faithfully,  
For **NIIT Limited**



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

Encls: a/a

**NO OBJECTION CERTIFICATE****Date: February 28, 2022**

To,

**NIIT Limited**

Plot No 85, Sector 32,  
Institutional Area, Gurugram 122001,  
Haryana India

Kind Attn: Mr. Sanjay Mal

Sub: No Objection Certificate ("NOC")

Ref:

- (i) Working Capital Facilities of Rs. 280.0 million sanctioned to NIIT Limited by ICICI Bank Limited
- (ii) E-mail dated January 31, 2022 from NIIT Limited to ICICI Bank Limited requesting for issuance of No-objection Certificate to the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company and their respective shareholders and creditors

Dear Sir,

We, ICICI Bank Limited ("the Bank"), one of the Bankers of NIIT Limited ("Borrower"), hereby, at your specific request, convey our No Objection to your application to the Stock exchanges for seeking their NOC to the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Borrower and their respective shareholders and creditors ("Scheme").

Please note that this NOC is issued in accordance with the SEBI Master Circular no. SEBIHOICFDIDIL1/CIR/P/2021/0000000665 dated November 23, 2021 as amended from time to time and shall not affect the rights of our Bank to vote on the resolution at the meeting of creditors.

This NOC is limited to the Scheme as submitted by the Borrower to ICICI Bank and is subject to no prejudice being caused to the rights/remedies that the Bank may have under the transaction documents executed in respect of the facilities provided to the Borrower; and/or under contract/law.

Kindly take the same on record.

Thanking you,  
Yours faithfully,

ICICI Bank

Authorized Signatory







# Indian Overseas Bank

Good People to grow With

TEL: 01126282360  
01126432321

FAX: 01126289483  
01126489201

Central Office: Post Box No.3765, 763, Anna Salai, Chennai - 600002

Branch: 14-15, Farm Bhawan, Nehru Place, New Delhi - 110019

Ref: 0543/2021-22/NOC/NIIT

Mail: [iob0543@iob.in](mailto:iob0543@iob.in)

SWIFT: IOBAINBB543

Date: 10/03/2022

To

NIIT Limited  
Plot No 85, Sector 32,  
Institutional Area, Gurugram 122001,  
Haryana India.

## Sub: No Objection Certificate ("NOC")

Ref: Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company and their respective shareholders and creditors.

Dear Sir,

We, Indian Overseas Bank, Nehru Place Branch, one of the Banker of NIIT Limited, have No Objection to your application to the Stock exchanges for seeking their NOC to the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company and their respective shareholders and creditors ("Scheme").

Please note that this NOC is issued in accordance with the SEBI Master Circular no. SEBIHOICFDIDIL1/CIR/P/2021/0000000665 dated November 23, 2021 and shall not affect the rights of our Bank to vote on the resolution at the meeting of creditors.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For, Indian Overseas Bank

Authorized Signatory

February 9, 2022

To

NIIT Limited  
Plot No 85, Sector 32,  
Institutional Area, Gurugram 122001, Haryana India

Kind Attn: Mr. Sanjay Mal

Sub: No Objection Certificate ("NOC")

Ref: Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company and their respective shareholders and creditors

Dear Sir,

We, Standard Chartered Bank, one of the Banker of NIIT Limited, have No Objection to your application to the Stock exchanges for seeking their NOC to the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company and their respective shareholders and creditors ("Scheme").

Please note that this NOC is issued in accordance with the SEBI Master Circular no. SEBIHOICFDIL1/CIR/P/2021/0000000665 dated November 23, 2021 and shall not affect the rights of our Bank to vote on the resolution at the meeting of creditors.

This NOC is being issued without prejudice to any right and/or remedy and/or without impairing or affecting such right or remedy, and shall not be construed as a waiver of any rights, powers or remedies available with Standard Chartered Bank, now or in the future, under applicable law and/or any other agreement/letter/side letter executed pursuant thereto and/or under or in respect of any legal action that may have been filed or taken and/or would be filed or be taken by Standard Chartered Bank.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Standard Chartered Bank



MEGHA JAIN, DIRECTOR

Authorized Signatory

Standard Chartered Bank  
Commercial Banking  
# 7A, DLF Building, 2nd Floor  
DLF Cyber City, Sector 24, 25, 25A  
Gurgaon - 122 002, Haryana, India

Standard Chartered Bank is incorporated in England with its registered office at 1, Leadenhall Avenue, London, EC3A 3BP.  
The Principal Office of this Company is at 1, Leadenhall Avenue, London, EC3A 3BP.  
Standard Chartered Bank is authorized by the Prudential Regulation Authority and supervised by the Prudential Regulation Authority and the Financial Conduct Authority.



Corporate and  
Investment Banking



February 8, 2022

To

NIIT Limited  
Plot No 85, Sector 32,  
Institutional Area, Gurugram 122001,  
Haryana India

Kind Attn: Mr. Sanjay Mal

Sub: No Objection Certificate ("NOC")

Ref: Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited  
(formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the  
Company and their respective shareholders and creditors

Dear Sir,

We, Citibank, one of the Banker of NIIT Limited, have No Objection to your application to the Stock  
exchanges for seeking their NOC to the Composite Scheme of Arrangement between NIIT Limited and  
NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly  
owned subsidiary of the Company and their respective shareholders and creditors ("Scheme").

Please note that this NOC is issued in accordance with the SEBI Master Circular no.

SEBIHOICFDIDIL1/CIR/P/2021/0000000665 dated November 23, 2021 and shall not affect the rights of  
our Bank to vote on the resolution at the meeting of creditors.

Kindly take the same on record.

Thanking you,

Yours faithfully,

Citibank

  
Authorized Signatory

