

**NIIT Limited**

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Registered Office:

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

www.niit.com

September 16, 2017

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

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

Re: Disclosure under Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Sub: Summary of the Proceedings of Meeting of the Equity Shareholders of the Company convened by the National Company Law Tribunal, Principal Bench at New Delhi held on September 16, 2017

Dear Sir/Madam,

This is to inform that a meeting of the Equity Shareholders of the Company, convened by the National Company Law Tribunal, Principal Bench at New Delhi ("the NCLT"), was held today i.e. on September 16, 2017 at 11:30 A.M. at Ocean Pearl Retreat, Chattarpur Mandir Road, Satbari, New Delhi – 110074 to approve the Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") and NIIT Limited ("Applicant/ Amalgamated Company") and their respective Shareholders and Creditors ("the Scheme").

In terms of NCLT Order dated July 28, 2017, Ms. Munisha Gandhi chaired the meeting of equity shareholders. The requisite quorum being present in terms of the NCLT Order, the Chairperson called the meeting to order.

The Chairperson further informed that as per order of the NCLT, Mr. Punkaj Jain, Chartered Accountant was appointed as the Scrutinizer for scrutinizing the voting conducted through Postal Ballot, Remote E-voting and Poll process in a fair and transparent manner.

Following item of business as set out in the Notice dated August 04, 2017, was transacted at the said meeting:

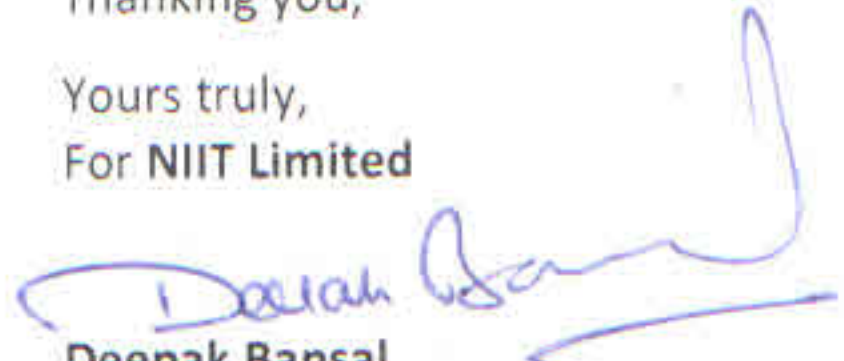
| Item No. | Business | Resolution Required | Manner of Voting |
|----------|--|---|---|
| 1 | Approval of the Scheme of Amalgamation between PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") and NIIT Limited ("Applicant/ Amalgamated Company") and their respective Shareholders and Creditors ("the Scheme") | As per Section 230 to 232 of the Companies Act 2013 | E-voting, Postal Ballot and voting by Poll/ Ballot at the meeting |

The meeting was concluded at 12:05 p.m.

The result of voting will be intimated separately.

Thanking you,

Yours truly,
For NIIT Limited



Deepak Bansal
Company Secretary