



P.K. Goyal
M.Com. FCS
Company Secretary

To

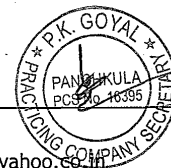
Mr. Anand Chhibbar, Senior Advocate

Chairperson appointed by National Company Law Tribunal, Chandigarh Bench ("NCLT") for the meeting of the Unsecured Creditors of the NIIT Learning Systems Limited, Applicant Company No. 2/Transferee Company ("Company").

Sub: Consolidated Report of Scrutinizer appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT"/ "Hon'ble NCLT"/ "NCLT"), on the voting by way of remote e-voting and e-voting during the Meeting of Unsecured Creditors of NIIT Learning Systems Limited ("Company") held on Tuesday, 15.11.2022 at 4:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the directions issued by the Hon'ble NCLT *vide* order dated 29.08.2022 read with order dated 08.09.2022 in Company Application No. CA (CAA)/37/CHD/ HRY/2022.

Dear Sir,

1. In terms of the directions issued by Hon'ble NCLT *vide* order dated 29.08.2022 read with order dated 08.09.2022 in Company Application No. C.A(CAA)/37/CHD/HRY/2022, I, Pawan Kumar Goyal (Membership No. FCS 2338), Practising Company Secretary, have been appointed as the Scrutinizer, in relation to the voting process (remote e-voting and e-voting during the meeting) on the resolution proposed in the notice dated 08.10.2022, for the meeting of Unsecured Creditors of the Company convened on Tuesday, 15.11.2022 at 4:00 P.M. through VC/ OAVM pursuant to the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules") for approval of the Composite Scheme of Arrangement between the Company and NIIT Limited (Transferor Company) and their respective Shareholders and Creditors (Scheme).
2. The compliance with the relevant provisions of the Act, Rules thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ("MCA") and NCLT order dated 29.08.2022, in relation to voting through remote e-voting prior to the meeting and e-voting at the meeting on the proposed Resolution is the responsibility of the management of the Company. My responsibility as a Scrutinizer is restricted to ensure that the voting process is conducted in a fair and transparent manner and furnish a consolidated Scrutinizer's Report to the Chairman of the meeting, on the votes cast "IN FAVOUR" or "AGAINST" on the business set out in the Notice of the Meeting, based on the reports generated from the e-voting system of National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company.



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3. In terms of Section 230(4) read with Section 108 of the Act read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 (“MGT Rules”) the Company had provided remote e-voting facility through NSDL and also the facility to e-vote during the Meeting.
4. As directed by the Hon’ble Tribunal vide its Order, the Meeting was duly convened and held on Tuesday 15th November, 2022 at 4:00 P.M. through video conferencing. Mr. Anand Chhibbar, Senior Advocate, Chairperson of the Meeting appointed by the Hon’ble Tribunal chaired the meeting along with Mr. Vaibhav Sharma, Advocate, Alternate Chairperson of the Meeting appointed by the Hon’ble Tribunal and the undersigned being the Scrutinizer of the Meeting, also attended the Meeting through video conferencing. I do hereby submit my report as under:
- (i) The Company had sent, to the Unsecured Creditors of the Transferee Company, the notice of the Meeting along with the explanatory statement under section 230(2), 230(3) and 102 of the Act read with rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, a copy of the Scheme, Valuation Report, statement explaining the effect of the scheme of arrangement on the creditors, key managerial personnel, promoters and non-promoter members etc., latest Audited financial statements of the Transferor Company and the Transferee Company for the periods ended 31st March, 2022 and 30th June, 2022. The Company had completed the dispatch of notices along with all the annexures as stated in this Para (i) to all the Unsecured Creditors whose names were appearing in the records of the Company as on 30.04.2022 by registered-post on 13th October, 2022 and by e-mail on 13th October, 2022, i.e., 30 (Thirty) days prior to the date of the Meeting.
- (ii) The Transferee Company has also published the requisite advertisements in terms of the NCLT order dated 29.08.2022 were published in “FINANCIAL EXPRESS” (English, Delhi-NCR Edition) and in “JANSATTA” (Hindi, Delhi-NCR Edition) on 14.10.2022 i.e. well before the date of the Meeting. The publication also stated that the Scheme and the explanatory statement required to be furnished pursuant to section 230, 232 and 102 of the Act can be obtained free of charge at the Registered Office of the Transferee Company. The Transferor and the Transferee has also published the Notice of the above Meeting on its website.
- (iii) The Company had also provided facility of remote e-voting during the prescribed time period before the Meeting (without attending the Meeting) in addition to the facility of attending the Meeting through video conferencing and voting thereat through e-voting system, to the Unsecured Creditors of the Company as at the cut-off date of 30.04.2022. Remote e-voting period commenced on 11th November, 2022 (9:00 A.M. IST) and ended on 14th

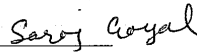


November, 2022 (5:00 P.M.) in compliance of clause 8.3 of the Secretarial Standards on General Meetings;

(iv) That the Transferee Company has duly complied with the directions of the Hon'ble Tribunal given in Para VII to XII of the Order;

5. I unblocked the votes on NSDL website on November 15, 2022 after conclusion of the Meeting. at 05:15 P.M., in the presence of two witnesses, viz., Mr. M. L. Gupta, R/o H. No. 1226, Sector-7, Panchkula-134109 (Haryana) and Mrs. Saroj Goyal, R/o H. No. 645, Sector-7, Panchkula-134109 (Haryana). These witnesses are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(M. L. Gupta)


(Saroj Goyal)

6. I have scrutinized and reviewed the remote e-voting and e- voting during the Meeting and votes cast therein based on the combined data downloaded from the NSDL e-voting system and segregated data for remote e-voting as provided by NSDL.
7. I have relied on information provided by NSDL, in order to ascertain the details of votes cast by the Unsecured Creditors through Remote E-voting or E-voting during the meeting.
8. At the meeting, the following resolution was considered:

***“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) as may be applicable, relevant provisions of the Income Tax Act, 1961, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/ 2021/0000000665 dated November 23, 2021 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws, rules, circulars and regulations the observation letter/No-objection letter issued by the BSE Limited and the National Stock Exchange of India Limited dated May 30, 2022 and May 31, 2022, respectively, and subject to the relevant provisions of the memorandum of association and articles of association of NIIT Limited (“Transferor Company”/ “the Company”) and subject to the*



approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted /to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution),, the arrangement embodied in the Composite Scheme of Arrangement between NIIT Limited ("Transferor Company"/ "the Company") and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited), a wholly owned subsidiary of the Company ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") the draft of which was circulated along with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, including issuance and listing of new equity shares under the scheme, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and



desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme.”

9. I, now submit my Consolidated Report on the results of voting in respect of the said resolution as under :

i. Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	14	6339019	100.00
E-voting at the Meeting	0	0	0.00
Total	14	6339019	100.00

ii. Voted **against** the resolution:

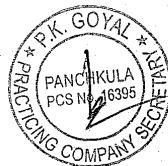
Mode of Voting	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
E-voting at the Meeting	0	0	0.00
Total	0	0	0.00

iii. **Invalid** votes:

Mode of Voting	Number of Members voted	Number of votes declared invalid
Remote E-voting	0	0
E-voting at the Meeting	0	0
Total	0	0

iv. The combined list of unsecured creditors of the Company who voted in favour/against/invalid for the said resolution through remote e-voting and e-voting at the meeting has been provided to the chairperson Mr. Anand Chhibber, Senior Advocate and Mr. Siddharth Nath, Company Secretary of the Company for records.

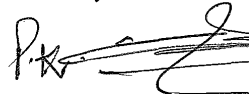
10. Figures have been taken up to two decimal places.



11. In terms of Para 9 above, the said Resolution as proposed in the Notice of NCLT convened meeting dated 08.10.2022 has been approved by the requisite majority of the Unsecured Creditors i.e. by majority of persons representing three-fourths in value of unsecured creditors, voted on the resolution through remote e-voting and e-voting at the meeting, in terms of the provisions of Section 230-232 of the Act.
12. Accordingly, in view of the scrutiny above, I certify that the Resolution has been passed with requisite majority, as required under the Act.
13. The data and all other relevant records relating to voting by electronic means have been handed over to Mr. Siddharth Nath, Company Secretary of the Company, for safe keeping.

Thanking you.

Yours truly

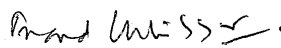

Pawan Kumar Goyal
FCS : 2338
COP : 16395
UDIN : F002338D001779344



Dated : 16.11.2022

Place : Panchkula

Countersigned by


Anand Chhibbar
Senior Advocate
Chairperson of the NCLT convened meeting