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STRICTLY PRIVATE & CONFIDENTIAL

Date: March 22, 2017

The Board of Directors  
NIIT Limited  
1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,  
Guru Ravidas Marg, Kalkaji,  
New Delhi 110019.

The Board of Directors  
Global Consultancy and Investment Private Limited  
1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,  
Guru Ravidas Marg, Kalkaji,  
New Delhi 110019.

The Board of Directors  
PIPL Management Consultancy and Investment Private Limited  
1<sup>st</sup> Floor, Plot No. 8, Balaji Estate,  
Guru Ravidas Marg, Kalkaji,  
New Delhi 110019.

Re: Valuer's Report on Share Entitlement Ratio for the purpose of proposed amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited into NIIT Limited.

Dear Sirs,

We have been requested by the management of NIIT Limited (hereinafter referred to as "NIIT"), PIPL Management Consultancy and Investment Private Limited (hereinafter referred to as "PMPL") and Global Consultancy and Investment Private Limited (hereinafter referred to as "GCPL") to recommend a share entitlement ratio for the proposed amalgamation of PMPL and GCPL into NIIT. NIIT, PMPL and GCPL are hereinafter collectively referred to as the "Companies".

1. SCOPE AND PURPOSE OF THIS REPORT

1.1. We have been given to understand that in order to inter alia simplify the shareholding structure and reduce shareholding tiers for the promoters of NIIT, it is proposed that PMPL and GCPL will amalgamate into NIIT (hereinafter referred to as the "Amalgamation") in accordance with the provisions of sections 230 to 232 and other applicable provisions of the



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Companies Act, 2013 (hereinafter referred to as the "Scheme"). Subject to necessary approvals, PMPL and GCPL would be merged with NIIT, with effect from closing hours of March 31, 2017 (hereinafter referred to as the "Appointed Date").

- 1.2. In this regard, we have been requested to recommend a share entitlement ratio for the proposed amalgamation of PMPL and GCPL into NIIT.

## 2. BRIEF BACKGROUND OF THE COMPANIES

### 2.1. NIIT LIMITED

2.1.1. NIIT, established in 1981, is one of the global leader in skills and talent development, offers multi-disciplinary learning management and training delivery solutions to corporations, institutions, and individuals in over 40 countries. NIIT has three main lines of business across the globe - Corporate Learning Group, Skills and Careers Group and School Learning Group.

- **Corporate Learning Group (CLG)** offers Managed Training Services (MTS) to market-leading companies in North America, Europe, Asia, and Oceania. The comprehensive suite of MTS includes custom curriculum design and content development, learning administration, learning delivery, strategic sourcing, learning technology, and advisory services.
- **Skills and Careers Group (SNC)** delivers a diverse range of learning and talent development programs to millions of individual and corporate learners in areas including banking, finance & insurance, retail sales enablement, management education, multi-sectoral vocational skills, digital media marketing, and programs in digital transformation technologies. These programs are delivered through a hybrid combination of the 'Cloud Campus' online platform, satellite-based 'Synchronous Learning Technology' and a physical network of hundreds of learning centers in India, China, and select markets in Asia & Africa. The flagship multi-disciplinary course offerings include the industry-endorsed GNIIT – Digital Transformation program and a set of DigiNxt Programs for students from different streams, apart from a wide range of specialist short duration programs. The Training.com learning platform, is an NIIT initiative for advanced career programs, which are delivered live by industry experts in

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an immersive and interactive online mode, combining instructor-led classrooms with the convenience of accessing the training sessions from anywhere. NIIT has also introduced - StackRoute™, an initiative to produce the world's best full stack programmers.

- **School Learning Group (SLG)**, for its K-12 school learning initiative, is providing technology based learning to around 2,000 private schools across India, reaching out to more than a million students. The futuristic NIIT nGuru range of learning solutions for schools comprises Interactive Classrooms with digital content, technology-driven math lab, it wizard programs and quick school - an education resource planning software.

2.1.2. The equity shares of NIIT are listed on BSE Limited and National Stock Exchange of India Limited.

2.1.3. We have been informed that the promoters hold approximately 34.18% of equity share capital of NIIT as on March 20, 2017.

## 2.2. PIPL MANAGEMENT CONSULTANCY AND INVESTMENT PRIVATE LIMITED

2.2.1. PMPL is a private limited company and was incorporated on March 31, 2016. PMPL is a promoter group company of NIIT. Apart from holding shares of NIIT, PMPL is also engaged in the business of providing consultancy services.

2.2.2. PMPL holds 2,53,66,521 equity shares of INR 2 each fully paid up being approximately 15.30% of the total share capital of NIIT.

## 2.3. GLOBAL CONSULTANCY AND INVESTMENT PRIVATE LIMITED

2.3.1. GCPL is a private limited company and was incorporated on March 1, 2016. GCPL is a promoter group company of NIIT. Apart from holding shares of NIIT, GCPL is also engaged in the business of providing consultancy services.

2.3.2. GCPL holds 2,59,15,838 equity shares of INR 2 each fully paid up being approximately 15.64% of the total share capital of NIIT.

## 3. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Projected balance sheet of PMPL and GCPL as on March 31, 2017 as provided by the management of PMPL and GCPL respectively.



- (b) Draft Scheme of Amalgamation between NIIT, PMPL and GCPL under Section 232 to 232 and other applicable provisions of the Companies Act 2013.
- (c) Such other information and explanations as we required and which have been provided by the management of the Companies.

#### 4. LIMITATIONS

- 4.1. Our recommendation is dependent upon the information furnished to us being complete in all material respects.
- 4.2. This report has been prepared for the Board of Directors of the Companies solely for the purpose of recommending a share entitlement ratio for the proposed Amalgamation of PMPL and GCPL into NIIT.
- 4.3. The information contained herein and our report is absolutely confidential. It is intended only for the sole use and information of the Companies, and only in connection with the proposed Amalgamation as aforesaid including for the purpose of obtaining requisite approvals. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed Amalgamation as aforesaid, can be done only with our prior permission in writing.

#### 5. BASIS FOR DETERMINATION OF RATIO

- 5.1. As informed earlier, PMPL and GCPL hold 2,53,66,521 and 2,59,15,838 equity shares in NIIT respectively. As per the Scheme, upon Amalgamation of PMPL and GCPL into NIIT, the shareholders of PMPL and GCPL would be entitled to the same number of shares of NIIT which they own on the effective date of the proposed merger indirectly through their holding in PMPL and GCPL respectively. Pursuant to the Amalgamation, there would be no change in the paid-up capital of NIIT. Considering that same number of shares are being issued and there would be no impact on shareholding of other shareholders of NIIT, we have thought fit not to undertake valuation of shares of the Companies.
- 5.2. We have been further informed that the promoters of NIIT shall pay all costs, charges, taxes including stamp duties, levies and all other expenses arising out of or incurred in connection



with implementation the Scheme and matters incidental thereto shall be borne by the promoters of NIIT. Thus NIIT will not bear any expenses pursuant to the Amalgamation.

6. **RECOMMENDED RATIO**

6.1. Based on above, we recommend a share entitlement ratio as follows:

- 2,53,66,521 equity shares (face value of INR 2 each) of NIIT to be issued and allotted to the equity shareholders of PMPL for 91,000 fully paid equity shares (face value of INR 10 each) of PMPL in event of amalgamation of PMPL into NIIT
- 2,59,15,838 equity shares of NIIT (face value of INR 2 each) to be issued and allotted to the equity shareholders of GCPL for 91,000 fully paid equity shares (face value of INR 10 each) of GCPL in event of amalgamation of GCPL into NIIT

6.2. We believe that the above ratio is fair and equitable considering that all the shareholders of PMPL and GCPL are and will, upon Amalgamation, remain ultimate beneficial owners in NIIT in the same ratio (inter-se) as they hold shares prior to the Amalgamation and that the interest of other shareholders in NIIT remains unaffected.

Thanking you,  
Yours faithfully,

SSPA & CO



**SSPA & CO.**  
**Chartered Accountants**  
Firm registration number: 128851W

Signed by **Parag Ved, Partner**  
Membership No. 102432

Place: Mumbai