

NIIT**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

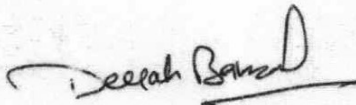
CIN: L74899DL1961PLC018865

www.niit.com

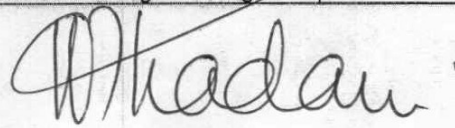
Format of the Compliance Report to be submitted along with the draft scheme

It is hereby certified that the proposed 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 and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited) and their respective shareholders and creditors, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI master circular dated November 23, 2021, including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes Submitted
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes Submitted Refer Annexure – III
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes Submitted Refer Annexure – XI
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Not applicable



Deepak Bansal
Company Secretary

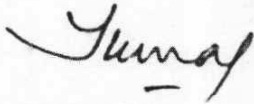


Vijay K Thadani
Vice Chairman & Managing Director

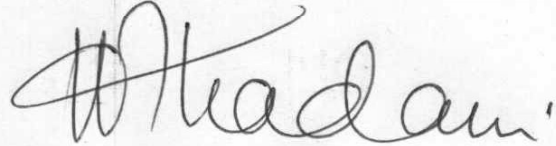


NIIT

Certified that the transactions / accounting treatment provided in the proposed 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 and NIIT Learning Systems Limited (formerly known as Mindchampion Learning Systems Limited) and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.



Sanjay Mal
Chief Financial Officer



Vijay K Thadani
Vice Chairman & Managing Director

