

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of PIPL Business Advisors and Investment Private Limited and GSPL Advisory Services and Investment Private Limited with NIIT Technologies Limited


In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes National Stock Exchange of India Limited
Compliance as per Part I (A) (3) Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes Submitted Refer Annexure II
2.b	Valuation Report from Independent Chartered Accountant	Yes Submitted Refer Annexure III
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes Submitted Refer Annexure IV
2.d	Fairness opinion by merchant banker	Yes Submitted Refer Annexure V
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes Submitted Refer Annexure VI B & VI C
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes Submitted Refer Annexure VII
2.g	Auditor's Certificate as per Para (I)(A) (5) of Annexure I of SEBI Circular no. SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017	Yes Submitted Refer Annexure XVI



NIIT Technologies Ltd.

2.h	Compliance Report duly certified by the Company Secretary, Chief Financial Officer and Managing Director.	Yes Submitted Refer Annexure XV
2.i	Complaints Report	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with Stock Exchange
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Yes
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

Date	March 27, 2017
Place	Noida
Authorized Signatory and Stamp of the Company	
Name	Lalit Kumar Sharma
Designation	Company Secretary & Legal Head