

**FORTRESS****STRICTLY PRIVATE & CONFIDENTIAL**

March 23, 2017

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

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

**Sub: Fairness Opinion on share entitlement ratio in connection with the proposed amalgamation of PIPL Business Advisors and Investment Private Limited and GSPL Advisory Services and Investment Private Limited into NIIT Technologies Limited under a Scheme of Amalgamation.**

Dear Sir(s),

We refer to our discussion wherein the management of NIIT Technologies Limited (hereinafter referred to as "NTL" or "Company"), PIPL Business Advisors and Investment Private Limited (hereinafter referred to as "PBPL") and GSPL Advisory Services and Investment Private Limited (hereinafter referred to as "GAIPL") has requested Fortress Capital Management Services Private Limited, a SEBI Registered Category I Merchant Banker to give a fairness opinion on the Share Entitlement Ratio recommended by SSPA & Co., Chartered Accountant (hereinafter referred to as "Valuer") in connection with the amalgamation of PBPL and GAIPL with NTL under a Scheme of Amalgamation. NTL, PBPL and GAIPL are hereinafter collectively referred to as the "Companies".

**1. BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT**

- 1.1 We have been given to understand that in order to inter alia simplify the shareholding structure of NTL and reduce shareholding tiers for the promoters of NTL, it is proposed that PBPL and GAIPL will amalgamate into NTL (hereinafter referred to as the "Amalgamation") in accordance with the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013. Subject to necessary approvals, PBPL



and GAIPL would amalgamate with NTL, with effect from appointed date of closing hours of March 31, 2017 (hereinafter referred to as the "Appointed Date").

## **1.2 NIIT TECHNOLOGIES LIMITED,**

1.2.1 NTL is a Public Limited Company and was incorporated under the provisions of the Companies Act, 1956. The Company services clients in travel and transportation, banking and financial services, insurance, manufacturing, and media verticals, offering a range of services, including Application Development and Maintenance, Infrastructure Management, and Business Process Management. Focused on Digital Services, the Company is helping businesses design agile, scalable, and digital operating models.

1.2.2 The equity shares of NTL are listed on BSE Limited and National Stock Exchange of India Limited.

1.2.3 We have been informed that as on March 20, 2017, promoters hold approximately 30.72% of equity share capital of NTL.

## **1.3 PIPL BUSINESS ADVISORS AND INVESTMENT PRIVATE LIMITED**

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

1.3.2 PBPL holds 21,75,911 equity shares of INR 10 each fully paid up being approximately 3.55% of the total share capital of NTL.

## **1.4 GSPL ADVISORY SERVICES AND INVESTMENT PRIVATE LIMITED**

1.4.1 GAIPL is a private limited company and was incorporated on March 2, 2016. GAIPL is a promoter group company of NTL. Presently, Apart from holding shares of NTL, GAIPL is also engaged in the business of providing consultancy services.

1.4.2 GAIPL holds 21,75,911 equity shares of INR 10 each fully paid up being approximately 3.55% of the total share capital of NTL.

1.5 In this regard Valuer was appointed to recommend the share entitlement ratio in connection with the proposed amalgamation of PBPL and GAIPL with NTL.

1.6 Accordingly, we have been appointed to give a fairness opinion on the share entitlement ratio recommended by Valuer in connection with the proposed amalgamation of PBPL and GAIPL with NTL under the Scheme of Amalgamation.

1.7 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.



**2. SOURCES OF INFORMATION**

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

- (a) Draft Scheme of Amalgamation between NTL, PBPL and GAIPL under section 230 to 232 of the Companies Act, 2013.
- (b) Projected balance sheet of PBPL and GAIPL as on March 31, 2017 as provided by the management of PBPL and GAIPL respectively.
- (c) Report dated March 22, 2017 issued by Valuer.
- (d) Such other information and explanations as we required and which have been provided by the management of NTL, PBPL, GAIPL and Valuer.

**3. EXCLUSIONS AND LIMITATIONS**

- 3.1 Our conclusion is based on the information furnished to us being complete and accurate in all material respects.
- 3.2 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.
- 3.3 Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.
- 3.4 Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.
- 3.5 Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement.
- 3.6 Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- 3.7 We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.
- 3.8 We do not express any opinion as to the price at which shares of the Transferee Company may trade at any time, including subsequent to the date of this opinion.
- 3.9 This certificate has been issued for the sole purpose to facilitate the Companies to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 it shall not be valid for any other purpose.

**4. BASIS FOR SHARE ENTITLEMENT RATIO**

- 4.1 As mentioned earlier, both PBPL and GAIPL individually hold 21,75,911 equity shares in NTL. As per the Scheme of Amalgamation upon Amalgamation of PBPL and GAIPL into NTL, the shareholders of PBPL and GAIPL would be entitled to the same number of shares of NTL which they own on the effective date of the proposed amalgamation indirectly



through their holding in PBPL and GAIPL respectively. Pursuant to the Amalgamation, there would be no change in the paid-up capital of NTL.

- 4.2 We have been further informed that the promoters of NTL shall pay all costs, charges, taxes including stamp duties, levies and all other expenses arising out of or incurred in connection with implementation of Scheme of Amalgamation and matters incidental thereto. Thus NTL will not bear any expenses pursuant to the Amalgamation.

## 5. CONCLUSION

- 5.1 Based on the above the Valuer has recommended the following share entitlement ratios:

- 21,75,911 equity shares (face value of INR 10 each) of NTL to be issued and allotted to the equity shareholders of PBPL for 51,000 fully paid equity shares (face value of INR 10 each) of PBPL in event of amalgamation of PBPL into NTL
- 21,75,911 equity shares (face value of INR 10 each) of NTL to be issued and allotted to the equity share holders of GAIPL for 51,000 fully paid equity shares (face value of INR 10 each) of GAIPL in event of amalgamation of GAIPL into NTL

- 5.2 On the basis of the foregoing and based on the information and explanation provided to us, in our opinion, considering that all the shareholders of PBPL and GAIPL are and will, upon Amalgamation, remain ultimate beneficial owners in NTL in the same ratio (inter-se) as they hold shares prior to the Amalgamation and that the interest of other shareholders in NTL remains unaffected, share entitlement ratios recommended by Valuer are fair and reasonable.

Thanking you,

Yours faithfully,  
For Fortress Capital Management Services Pvt. Ltd.

*Hitesh M. Joshi*  
Authorized Signatory

Place: Mumbai

SEBI Registration No.: INM000011146

