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The Manager
National Stock Exchange of India Ltd
Listing Department
Exchange Plaza
5th Floor, Plot no C/1,G Block
Bandra Kurla Complex
Bandra (E), Mumbai-400 051
Fax: 022-26598237, 26598238

✓ The Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Fax: 022-22723121, 22722082

Dear Sir,

Subject: Annual compliance status certificate from an independent auditor in accordance with the SEBI order number SEBI /WTM/SR/CFO-DCR/11/03/2017 ('SEBI Order') dated March 07, 2017 for **NIIT Limited**

In relation to Thadani Family Trust (Acquirer), as per the conditions mentioned in para 4.2 of the SEBI Order, please find enclosed independent auditor's annual compliance status certificate for the year ending March 31, 2019.

Kindly take the certificate on your record.

For Thadani Family Trust



Vijay Kumar Thadani
(Trustee- Thadani Family Trust)

Place: New Delhi
Date:

cc: The Manager
Securities and Exchange Board of
India
Plot No.C4-A,'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400051



To

Thadani Family Trust
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji,
New Delhi-110019

Auditor's Annual Compliance Certificate for Thadani Family Trust ("Trust") – NIIT Limited

1. This Certificate is issued in accordance with the terms of engagement letter dated 5th April 2019.
2. As at 31 March 2019, Thadani Family Trust ("Acquirer") holds 25,915,838 shares of NIIT Limited, representing 15.486% stake in NIIT Limited.

Trust's Responsibility

3. The Trustees of the Trust are responsible for ensuring that the Acquirer complies with the requirement of SEBI order dated March 07, 2017 ("SEBI Order") and for providing all relevant information and disclosures to the SEBI.

Auditor's Responsibility

4. Pursuant to the requirement enlisted in the SEBI Order, our responsibility is to express reasonable assurance based on examination of records and discussion with the Management of the Acquirer as to whether the Acquirer has complied with specific conditions of SEBI order.
5. For the purpose of our certification, we have reviewed the relevant documents and disclosures provided by the Management of the Acquirer. The key documents reviewed by us have been enlisted in the **Annexure-I (enclosed)**.
6. Based on our review of the documents and disclosures, the details of the compliance made by the Acquirer in accordance of Para 4.2 of SEBI Order for the year ending 31 March, 2019 are as follows:
 - a) There has been no change in the Trustees and beneficiaries of Thadani Family Trust and the Child Trusts.
 - b) The Acquirer has filed an annual confirmation with NIIT Limited on 5th April 2019 confirming that they are in compliance with the provisions of SEBI order.
7. We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



Opinion

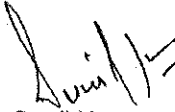
8. Based on our examination of records and the information and explanations given to us, we are of the opinion that the Acquirer has complied with the conditions listed in para 4.2 of the SEBI Order.

Restriction on Use

9. This certificate has been issued at the request of the Acquirer solely with reference to the SEBI Order. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For ADKS & Co. (FRN: 002807)

(Chartered Accountants)


Sunil Kumar
Membership No. 519069
UDIN: 19519069AAAAAH7591



Place : New Delhi
Date : 23.04.2019

Enclosed: Annexure-I

Annexure-I

Key Documents reviewed for the purpose of certification:

1. SEBI order no. SEBI /WTM/SR/CFD-DCR/11/03/2017 dated March 7, 2017 in relation to NIIT Limited.
2. The annual compliance confirmation status letter filed by the Acquirer to NIIT Limited (*para 4.2.vii of the SEBI Order*).
3. Thadani Family Trust deed, Child Trust deeds along with the deed of amendments for Thadani Family Trust deed and the Child Trust deeds.

