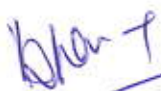


Compliance Report to be submitted along with the draft scheme

It is hereby certified that the draft Scheme of Arrangement involving PIPL Business Advisors and Investment Private Limited and GSPL Advisory and Investment Private Limited and NIIT Technologies Limited, 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 circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, 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 – XVI
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes Shall be Complied



Lalit Kumar Sharma
Company Secretary & Legal Counsel



Rajendra S Pawar
Chairman & Managing Director

Date : March 27, 2017

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving PIPL Business Advisors and Investment Private Limited and GSPL Advisory Services and Investment Private Limited and NIIT Technologies Limited are in compliance with all the Accounting Standards applicable to a listed entity.



Amit Kumar Garg
Chief Financial Officer



Rajendra S Pawar
Chairman & Managing Director

Date : March 27, 2017