

August 12, 2017

The Manager
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

The Manager
National Stock Exchange of India Limited
Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Subject: Intimation under Regulation 30(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Issue of Postal Ballot Notice to Public shareholders

Scrip Code: BSE – 532541; NSE – NIITTECH

Dear Sir,

This is with reference to the observation letter dated June 15, 2017 and June 14, 2017 received respectively from National Stock Exchange of India Limited and BSE Limited, conveying no-objection to the Scheme of Arrangement between PIPL Business Advisors and Investment Private Limited (**Amalgamating Company 1**) and GSPL Advisory Services and Investment Private Limited (**Amalgamating Company 2**) and NIIT Technologies Limited (**Amalgamated Company**) and their respective Shareholders and Creditors.

In this regard, we wish to inform you that in accordance with Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) issued by the Securities and Exchange Board of India ("SEBI Circular") the Company is approaching Public Shareholders for approving the proposed Scheme through e-voting as required under SEBI Circular.

Please find enclosed herewith a copy of the Postal Ballot Notice along with Ballot Form, sent to the Public Shareholders of the Company pursuant to SEBI Circular and Section 108 and 110 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ("the Rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations"), enclosed herewith for obtaining their approval on the Scheme

The Company has also provided remote e-voting facility along with postal ballot. The remote e-voting and postal ballot will commence from 10:00 am on Thursday, August 17, 2017 and end at 05:00 pm on Friday, September 15, 2017.

The notice of the meeting is also available on website of the Company i.e. www.niit-tech.com

The disclosure is being made in compliance with the Regulation 30 of the SEBI (Listing Obligations & Disclosure requirements) Regulation, 2015.

The copy of the newspaper advertisements for completion of dispatch of Postal Ballot Notice as published today in the Business Standard (English) and Business Standard (Hindi) are also enclosed herewith.

Kindly take the same in your records.

Thanking you,

Yours truly,

For NIIT Technologies Limited


Lalit Kumar Sharma
Company Secretary & Legal Counsel



Encls: a/a

NIIT Technologies Ltd.

H-7, Sector 63, Noida -201301, India. Tel: +91 (120) 4285000/200, Fax: +91 (120) 4285333. www.niit-tech.com
Registered Office: 8, Balaji Estate, First Floor, Guru Ravidas Marg, Kalkaji, New Delhi - 110019, Tel: +91 (11) 41675000
CIN:L65993DL1992PLC048753

POSTAL BALLOT NOTICE

Dear Public Shareholders,

Notice is hereby given that pursuant to circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) issued by the Securities and Exchange Board of India ("**SEBI Circular**"), read with the provisions of Section 110 of the Companies Act, 2013 ("**2013 Act**") and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment, re-enactment, substitution thereof) ("**Management and Administration Rules**"), the resolution appended below is proposed to be passed as an ordinary resolution by the Public Shareholders through Postal Ballot in connection with the Scheme of Amalgamation, in terms of the provisions of Sections 230 to 232 of the 2013 Act, read with rules framed thereunder ("**2013 Act**") and other applicable provisions of the 2013 Act, if any, between PIPL Business Advisors and Investment Private Limited ("**Amalgamating Company 1**") and GSPL Advisory Services and Investment Private Limited ("**Amalgamating Company 2**") and NIIT Technologies Limited ("**Company**"/"**Amalgamated Company**"), and their respective shareholders and creditors for the transfer and vesting of the Amalgamating Company 1 and the Amalgamating Company 2 into and with the Company ("**Scheme**"), in accordance with the terms as mentioned in the Scheme, the draft of which is annexed herewith.

The Company accordingly seeks the consent of the Public shareholders for the aforesaid proposal as per draft resolution appended below, which is proposed to be passed by way of postal ballot and E-voting as per SEBI circulars, read with relevant provisions of 2013 Act. The Explanatory Statement pertaining to the said resolution setting out the material facts and the reason thereof is annexed hereto.

To consider and if thought fit, to give assent/dissent to the following draft Ordinary Resolution:

Approval of the Scheme of Amalgamation, in terms of circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015), as issued by the Securities and Exchange Board of India between PIPL Business Advisors and Investment Private Limited ("Amalgamating Company 1**") and GSPL Advisory Services and Investment Private Limited ("**Amalgamating Company 2**") and NIIT Technologies Limited ("**Company**"/"**Amalgamated Company**") and their respective Shareholders and Creditors.**

"RESOLVED THAT pursuant to circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015), issued by the Securities and Exchange Board of India ("**SEBI Circular**"), the No Objection Letter/Observation Letter dated June 15, 2017, issued by the National Stock Exchange of India Limited and June 14, 2017 issued by BSE Limited, and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder ("**2013 Act**"), and other applicable enactments, rules, regulations and guidelines (including any amendment, re-enactment, substitution thereof), Memorandum and Articles of Association of the Company, subject to the approval of shareholders in the meeting convened by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi ("**NCLT**"/"**Tribunal**"), approval of NCLT in terms of the provisions of section 230 to 232 of the 2013 Act and subject to such other approvals, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed and imposed by the NCLT/Tribunal, the Scheme of Amalgamation between PIPL Business Advisors and Investment Private Limited ("**Amalgamating Company 1**") and GSPL Advisory Services and Investment Private Limited ("**Amalgamating Company 2**") and NIIT Technologies Limited ("**Company**"/"**Amalgamated Company**") and their respective shareholders and creditors for the

transfer and vesting of the Amalgamating Company 1 and the Amalgamating Company 2 into and with the Company ("**Scheme**"), a copy of which is enclosed with the Postal Ballot Notice, be and is hereby approved and agreed to, with or without modification and/or condition, if any, which may be required or be imposed by the NCLT, while sanctioning the Scheme, or by any other authorities under applicable laws, on such terms and conditions and other details, mentioned in the said Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things (including to delegate all or any of their powers to any person or committee, thereof, subject to the provisions of 2013 Act) as are considered requisite or necessary to give effect to this resolution"

By Order of the Board
For **NIIT Technologies Limited**

Sd/-

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Date: July 20, 2017

Place: New Delhi

Encl:

1. Explanatory Statement under Section 230, Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
2. Scheme of Amalgamation
3. Share Entitlement Report
4. Fairness Opinion
5. Complaint Reports submitted by the Company to the Stock Exchange(s)
6. Observation letters received from the National Stock Exchange Limited and BSE Limited.
7. Report under Section 232(2) (c) of the Companies Act, 2013 adopted by the Board of Directors of Amalgamating Company 1
8. Report under Section 232(2) (c) of the Companies Act, 2013 adopted by the Board of Directors of Amalgamating Company 2
9. Report under Section 232(2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Company
10. Audited Financial Statement of Amalgamating Company 1 for the period ended 31 March 2017
11. Audited Financial Statement of Amalgamating Company 2 for the period ended 31 March 2017
12. Audited Financial Statement of the Company for the period ended 31 March 2017
13. Information pertaining to Amalgamating Company 1.
14. Information pertaining to Amalgamating Company 2.
15. Postal Ballot Form with instruction and Business Reply Envelope (in loose leaf form).

Notes:

1. The Explanatory Statement pursuant to Section 102 and Section 230 of 2013 Act, read with rules framed thereunder, setting out the material facts and reasons for the proposed ordinary resolution is annexed hereto.
2. Pursuant to the SEBI Circular, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Regulations”**) and provisions of Section 110 of 2013 Act, the Company is pleased to offer e-voting facility to the Public Shareholders, as an alternate to voting by dispatching the Postal Ballot Form to the Company, to enable them to cast their votes electronically. E-voting is optional for the Public Shareholders. For E-voting, please read carefully the instructions for voting enumerated in para 13 below.
3. Approval of the Public Shareholders through postal ballot / remote e-voting is sought in addition to the approval of the said Scheme by the shareholders of the Company at the NCLT convened meeting.
4. The Notice is being sent to all Public Shareholders (as defined under Rule 2 of the Securities Contracts (Regulation) Rules, 1957), whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (**“NSDL”**)/ Central Depository Services (India) Limited (**“CDSL”**), as on July 28, 2017, in accordance with the SEBI Circular and the voting rights shall be reckoned on the paid-up value of shares registered in the name of Public Shareholders as on the said date.
5. A copy of the said scheme as per SEBI circular is being sent for your consideration and approval.
6. The Notice is also placed on the Company's website i.e. www.niit-tech.com.
7. The Board of Directors of the Company has appointed Mr. Nityanand Singh, Practicing Company Secretary (Membership No. FCS – 2668) of M/s Nityanand Singh & Co., Company Secretaries, as scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the completed Postal Ballot Forms from the Public Shareholders. The Postal Ballot Form together with the self-addressed Business Reply Envelope are enclosed for use of Public Shareholders.
8. As required under Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, advertisements will be published in Business Standard newspaper in English language and in Business Standard newspaper in Hindi language, having circulation in the National Capital Territory of Delhi, specifying the relevant matters therein.
9. The ordinary resolution mentioned herein shall be declared as passed, if the number of votes cast in its favor exceeds the votes, if any, against the said resolution by the Public Shareholders.
10. The scrutinizer will submit the report to the Chairman of the Board or any person authorized by him, after completion of the scrutiny of the Postal Ballot Forms.
11. The results of the postal ballot and remote e-voting will be announced by the Chairman of the Board or any person authorized by him on Monday, September 18, 2017 on or before 9:00 a.m. at the Registered Office of the Company situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi, 110019. The result shall also be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website: www.niit-tech.com.
12. Public shareholders who have registered their e-mail IDs for receipt of documents in the electronic mode, under the green initiative of Ministry of Corporate Affairs (MCA), have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Form can obtain the same from Registrar and Share Transfer Agent (RTA Agent), Alankit Assignments Limited, 1E/13 Jhandewalan Extension, New Delhi 110055 or can download from the website of the Company or can obtain from the Company at

its Registered Office situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110 019 or investors@niit-tech.com and fill in the details and send the same to the scrutinizer by post.

13. The instructions for members for voting are as under:-

i) Voting through Postal Ballot Form:

A Public Shareholder desiring to exercise vote by postal ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) duly signed by Shareholder as per the specimen signature registered with the Company. In case, shares are jointly held, the Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the postal ballot mentioning the registration number of the POA or enclosing an attested copy of POA and send it to the scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier or by registered post at the expense of the Public Shareholder will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed Business Reply Envelope so as to reach the scrutinizer on or before Friday, September 15, 2017 at 5:00 p.m. Any Postal Ballot Form received after Friday, September 15, 2017 at 5:00 p.m shall be treated as if the reply from the Public Shareholder has not been received. The Company shall not be responsible for the loss or delay attributable to the postal department or for reasons beyond the control of the Company. The Public Shareholders are requested to carefully read the instructions printed overleaf the Postal Ballot Form before exercising their votes.

Incomplete, unsigned and incorrect form shall be rejected.

ii) Remote e-voting facility:

In pursuance of the SEBI Circular, Regulation 44 of the SEBI Regulations and provisions of Section 110 of 2013 Act, the Company is pleased to offer remote e-voting facility as an alternative, for its Public Shareholders to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The instructions for members for voting electronically are as under:

- a) Members can cast their vote online from 10:00 a.m. (Server Time) on Thursday August 17, 2017 till 5:00 p.m. (Server Time) on Friday, September 15, 2017. The remote e-voting module shall be disabled for voting by National Security Depository Limited (NSDL) thereafter.
- b) Open your web browser during the voting period and navigate to <https://www.evoting.nsdl.com>
- c) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP Client ID will be your User-ID.

User-ID	For members holding shares in Demat Form: a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- EVEN (E-voting Event Number) following by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e. enter the alphabets and the numbers in the exact way as they are displayed for security reasons.

- d) After entering the details appropriately, click on “LOGIN”.
- e) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution(s) of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. upon the first login. Note the new password. You may also enter a secret question and an answer of your choice to retrieve the password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - i. You need to login again with the new credentials.
 - ii. Select “EVENT” i.e. NIIT Technologies Limited.
 - iii. Now you are ready for e-voting as the Cast Vote page opens.
 - iv. Cast your vote by selecting an appropriate option and click on “Submit” and also “Confirm” when prompted.
 - v. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - vi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- f) On the voting page, you will see Resolution Description and against the same the option ‘FOR/ AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’.
- g) Institutional member (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Power of Attorney/ Board Resolution / Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail address officenns@gmail.com with a copy to evoting@nsdl.co.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “CORPORATE NAME_EVENT NO”.
- h) Please contact evoting@nsdl.co.in for any further clarifications. In case of any query pertaining to remote e-voting, please visit Help & FAQ’s section available on www.evoting.nsdl.com or call on toll free no. 1800-222-990.

By Order of the Board
For **NIIT Technologies Limited**

Sd/-

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Date: July 20, 2017

Place: New Delhi

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTION(S) ACCOMPANYING THE NOTICE DATED JULY 20, 2017, PURSUANT TO SECTION 102 READ WITH SECTION 230 OF THE COMPANIES ACT, 2013

APPROVAL OF THE SCHEME OF AMALGAMATION BETWEEN PIPL BUSINESS ADVISORS AND INVESTMENT PRIVATE LIMITED (“AMALGAMATING COMPANY 1”) AND GSPL ADVISORY SERVICES AND INVESTMENT PRIVATE LIMITED (“AMALGAMATING COMPANY 2”) AND NIIT TECHNOLOGIES LIMITED (“COMPANY”/“AMALGAMATED COMPANY”) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

The Board of Directors of the Company in their meeting held on March 24, 2017 has approved the Scheme of Amalgamation between PIPL Business Advisors and Investment Private Limited (**“Amalgamating Company 1”**) and GSPL Advisory Services and Investment Private Limited (**“Amalgamating Company 2”**) and NIIT Technologies Limited (**“Company”/“Amalgamated Company”**) and their respective Shareholders and Creditors (**“Scheme”**) in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013, read with rules framed thereunder (**“2013 Act”**) and other applicable provisions of 2013 Act, if any, considering the recommendations of the Audit Committee, subject to sanction by the National Company Law Tribunal, Principal Bench at New Delhi (**“NCLT”**).

The Board of Directors of PIPL Business Advisors and Investment Private Limited and GSPL Advisory Services and Investment Private Limited have also approved the Scheme in their respective meeting held on March 24, 2017.

As per the circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015), issued by the Securities Exchange Board of India (**“SEBI Circular”**), listed companies are required to ensure that the scheme of amalgamation submitted with the National Company Law Tribunal for sanction, provides for voting by public shareholders through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:

- i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity, or
- ii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary Companies of Promoter / Promoter Group,
- iii. Where the parent listed entity, has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary Companies of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of arrangement,
- iv. Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity,
- v. Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares;

The SEBI Circular also requires that the Scheme should provide that it shall be acted upon only if, the votes cast by the Public Shareholders in favor of the proposal are more than the number of votes cast by the Public Shareholders against it. Necessary disclosure to this effect has been provided under para 13(b) of the Scheme and accordingly the approval of Public Shareholders is being sought through e-voting.

In this regard, the Company is approaching its Public Shareholders for approving the proposed Scheme through e-voting as required under SEBI Circular and the Company shall comply with all the provisions of the SEBI Circular, as applicable.

The explanatory statement pursuant to Section 230 of the 2013 Act, read with rules framed thereunder, setting out the material facts relating to the Scheme, shall also be treated as statement to this item pursuant to Section 102 of the 2013 Act, read with relevant rules framed thereunder.

In addition to above, all statutory records which are required to be kept open for inspection at the general meeting of shareholders under law and documents referred to in explanatory statement under 2013 Act, will be available for inspection at the registered office of the Company between 10.00 A.M. and 1.00 P.M. on all working days (Monday to Friday) during the period of remote e-voting.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution, except to the extent disclosed in the explanatory statement pursuant to Section 230 of the 2013 Act, read rules framed thereunder.

Accordingly, the Board recommends the resolution for approval by Public Shareholders only. The shareholders who constitute promoter / promoter groups shall not participate in this resolution.

By Order of the Board
For **NIIT Technologies Limited**

Sd/-

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Date: July 20, 2017

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 & SECTION 230 OF THE COMPANIES ACT, 2013 READ WITH THE RULES FRAMED THEREUNDER.

The Board of Directors of the Company in its meeting held on March 24, 2017 had approved the Scheme of Amalgamation of PIPL Business Advisors and Investment Private Limited and GSPL Advisory Services and Investment Private Limited with NIIT Technologies Limited, subject to the necessary approvals of Stock Exchanges and the sanction of the Hon'ble National Company Law Tribunal.

The Company has received No objection letter/ Observation Letter dated June 15, 2017, issued by the National Stock Exchange of India Limited and June 14, 2017 issued by BSE Limited.

As per SEBI circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017, the Scheme should provide that it shall be acted upon only if, the votes cast by the Public Shareholders in favor of the proposal are more than the number of votes cast by the Public Shareholders against it and accordingly the approval of Public Shareholders is being sought through postal ballot and e-voting.

It is further clarified that votes cast by the Public Shareholders under this postal ballot /e-voting is separate from the postal ballot/e-voting/voting at the NCLT convened meeting, both will be separately counted.

Particulars of the Applicant/Amalgamated Company, Background, Salient Features of the Scheme are as under:

1. PIPL Business Advisors and Investment Private Limited (**"Amalgamating Company 1"**) a private limited company having CIN 'U74140DL2016PTC291929' and PAN 'AAICP5058J' was incorporated in the NCT of Delhi, under the Companies Act, 2013 (**"2013 Act"**) on 1 March 2016, under its present name vide a Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi and Haryana. The Registered Office of the Amalgamating Company 1 is situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi, 110019. Email : mail@paceIndia.com. The shares of the Amalgamating Company 1 are not listed on any stock exchange in India. The Amalgamating Company 1 currently holds 21,75,911 equity shares, aggregating to 3.55% of the total equity share capital of Amalgamated Company.
2. The main objects for which the Amalgamating Company 1 has been incorporated are set out in its Memorandum of Association. The main objects of the Amalgamating Company 1 are as follows:
 - 1) *"To act as business consultant, management consultant, and provide advisory services, training, consultancy in the field of information technology, administrative, commercial, industrial, public relations, scientific, technical, and other levies, statistical, accountancy, quality control and data processing, whether in India or abroad.*
 - 2) *To acquire and hold share, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere or securities issued or guaranteed by any Government, Municipality, public body or other local authority.*
 - 3) *To act as principal, agents, sub-agents, consultants, or otherwise deal in to attain above objects stated in paras (1) & (2) above."*

3. The share capital structure of the Amalgamating 1 Company as on 20 March 2017 is as follows:

Share Capital	Amount in Rupees
Authorized Capital	
1,000,000 equity shares of Rs.10/- each	10,000,000
Total	10,000,000
Issued, Subscribed and fully paid up	
51,000 equity shares of Rs.10/- each	510,000
Total	510,000

4. GSPL Advisory Services and Investment Private Limited (**“Amalgamating Company 2”**) a private limited company having CIN ‘U74120DL2016PTC291995’ and PAN ‘AAGCG3021Q’ was incorporated in the NCT of Delhi, under the provisions of the 2013 Act, on 2 March 2016, under its present name vide a Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi and Haryana. The Registered Office of the Amalgamating Company 2 is situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110019. Email : mail@pacelIndia.com. The shares of the Amalgamating Company 2 are not listed on any stock exchange in India. The Amalgamating Company 2 currently holds 21,75,911 equity shares, aggregating to 3.55% of the total equity share capital of the Amalgamated Company.
5. The main objects for which the Amalgamating Company 2 has been incorporated are set out in its Memorandum of Association. The main objects of the Amalgamating Company 2 are as follows:
- 1) *“To act as business consultant, management consultant, and provide advisory services, training, consultancy in the field of information technology, administrative, commercial, industrial, public relations, scientific, technical, and other levies, statistical, accountancy, quality control and data processing, whether in India or abroad.*
 - 2) *To acquire and hold share, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere or securities issued or guaranteed by any Government, Municipality, public body or other local authority.*
 - 3) *To act as principal, agents, sub-agents, consultants, or otherwise deal in to attain above objects stated in paras (1) & (2) above.”*
6. The share capital structure of the Amalgamating Company 2, as on 20 March 2017 is as follows:

Share Capital	Amount in Rupees
Authorized Capital	
10,00,000 equity shares of Rs.10/- each	10,000,000
Total	10,000,000
Issued, Subscribed and fully paid up	
51,000 equity shares of Rs.10/- each	510,000
Total	510,000

7. NIIT Technologies Limited (**Applicant/Amalgamated Company**) having CIN 'L65993DL1992PLC048753' and PAN 'AAACN0332P' was incorporated in NCT of Delhi under the provisions of the Companies Act, 1956 ("**1956 Act**"), on 13 May 1992, as a private company under the name of NIIT Investments Private Limited, vide a Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi and Haryana. The status of the Applicant/ Amalgamated Company was changed from a private company to a public limited company and its name was changed to NIIT Investments Limited vide a fresh certificate of incorporation dated 28 September 1992. The name of the Applicant/ Amalgamated Company was thereafter changed to its present name vide a fresh Certificate of Incorporation, dated 12 May 2004, issued by the Registrar of Companies, NCT of Delhi and Haryana. The Registered Office of the Applicant/Amalgamated Company is situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi 110019. Email : investors@niit-tech.com. The shares of the Applicant/ Amalgamated Company are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**). There has been no change in the Object Clause and Name Clause of the Company in last 5 years. However, Registered Office address of the Company has changed from B-234 Okhla, Phase 1, New Delhi 110020 to 8 Balaji Estate, Guru Ravi Das Marg, New Delhi 110019, w.e.f. January 1, 2013.
8. The main objects for which the Applicant/Amalgamated Company has been incorporated are set out in its Memorandum of Association. The main objects of the Applicant/ Amalgamated Company are as follows:
 - 1) *To render Consultancy and related services in Financial, Marketing, Export, Imports Technical, Scientific Software, Hardware and related disciplines.*
 - 2) *To carry on the business of providing and supply of end-to-end Information Technology Solutions, including turnkey solutions, including systems integration of software, computers, peripherals, networking and communication components, cabling, power supply equipment, appropriate fixtures, metering and monitoring devices, conventional and broad-band wireless, wireline and optical communications equipment and to undertake all other related activities.*
 - 3) *To carry on the business of providing all kinds of information technology based and enabled services in India and abroad, electronic remote processing, e-services, including all types of internet based/web enabled services, transaction processing, fulfillment services, business support services including but not limited to providing financial and related services of all kinds and description including billing services, processing services, data base services, data entry business, marketing services, business information and management services, training and consultancy services to business, organizations, concerns, firms, corporations, local bodies, trusts, states, governments and other entities; to establish and operate service processing centers for providing services for back office and processing requirements, contacting and communicating to and on behalf of overseas customers by voice, data image, letters using dedicated international private lines; and to handle Business process management, remote help desk management, remote management; remote customer interaction, customer relationship management and customer servicing through call centers, email based activities and letter/facsimile based communication, knowledge storage and management, data management, warehousing, search, integration and analysis for financial and non-financial data.*
 - 4) *To act as information technology consultants and to operate a high technology data processing center for providing information processing, analysis, development, accounting and business information and to customers in India and abroad; to carry on the business of gathering, collating, compiling, processing, analyzing, distributing, selling, publishing data and information and services and providing access to information regarding financial operations and management financial services, investment services, business and commercial operations, financial status, credit worthiness and rating consumer responses and management of business of all kinds and descriptions.*
 - 5) *To carry on the business of e-learning services including but not limited to content development and support, animation, learning support, learning management systems support and knowledge services; to carry on the business of data digitization by digitizing physical and manual records such as text images, videos and audio to carry on the business in India and abroad, geographic information systems by digitization and processing of spatial data to carry on the business of medical transcription over different channels for servicing the health sector.*

- 6) *To carry on the business as internet service provider and undertake any and all kinds of internet/web based activities and transactions; to design, develop, sell, provide, maintain, market, buy, import, export, sell and license computer software, hardware, computer systems an programs products, services and to give out computer machine time and to carry on the business of collecting, collating, storing, devising other systems including software programs and systems.*
- 7) *To setup, develop, manage and operate Special Economic Zones, Software Technology Parks or other Export Promotion Parks for IT/ ITes entities for itself and others, and to undertake allied activities in connection thereof including leasing/letting out the same."*

9. The share capital structure of the Applicant/Amalgamated Company as on 20 March 2017 is as follows:

Share Capital	Amount in Rupees
Authorized Capital	
750,00,000 equity shares of Rs. 10/- each	750,000,000
Total	750,000,000
Issued , Subscribed and fully paid up	
61,362,174 Equity shares of Rs.10/- each	613,621,740
Total	613,621,740

10. The Scheme provides for the transfer and vesting of the Amalgamating Company 1 and the Amalgamating Company 2 into and with the Applicant/Amalgamated Company pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the 2013 Act and the consequent dissolution without winding of the Amalgamating Company 1 and the Amalgamating Company 2.
11. Both the Amalgamating Company 1 and Amalgamating Company 2 are engaged in the business of consultancy services.
The Applicant/Amalgamated Company is presently engaged in the business of addressing the IT related requirements of clients across the Americas, Europe, Asia, and Australia. The Applicant/Amalgamated 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. The Applicant/ Amalgamated Company is focused on digital services and helps businesses design agile, scalable, and digital operating models.
12. The proposed amalgamation of the Amalgamating Company 1 and the Amalgamating Company 2 (**"Amalgamating Company 1"** and **"Amalgamating Company 2"** are collectively referred to as the **"Amalgamating Companies"**) with the Applicant/ Amalgamated Company pursuant to this Scheme shall be in the interest of the Amalgamating Companies and the Applicant/ Amalgamated Company and all their concerned stakeholders including shareholders, creditors, employees, and general public in the following ways:
 - i. the amalgamation would lead to simplification of the shareholding structure and reduction of shareholding tiers and also provides transparency to the Promoters' direct engagement with the Amalgamated Company.
 - ii. the amalgamation is being undertaken pursuant to a succession planning of the Promoters intended to streamline the Promoters' shareholding in the Applicant/Amalgamated Company, inter-alia held through Amalgamating Company 1 and Amalgamating Company 2.
 - iii. there would be no change in the aggregate promoters' shareholding in the Amalgamated Company. All the costs and charges arising out of this Scheme shall be borne by the Promoters.
13. The salient features of the Scheme are as follows:
 - A. The Appointed Date under the Scheme means closing hours of 31 March 2017.
 - B. The Scheme proposes that upon the Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Companies shall stand transferred to and be vested in the Amalgamated Company as a going concern.

- C. The Scheme further provides that upon the Scheme becoming effective and with effect from the Appointed Date:-
- (i) All assets and properties of the Amalgamating Company 1 and the Amalgamating Company 2, shall stand transferred to and be vested in the Amalgamated Company;
 - (ii) All immovable and moveable assets including sundry debtors, outstanding loans and advances, if any of the Amalgamating Company 1 and Amalgamating Company 2, shall stand transferred to and be vested in the Amalgamated Company;
 - (iii) All registrations, goodwill, licenses relating to the Amalgamating Company 1 and Amalgamating Company 2, shall stand transferred to and be vested in and/or be deemed to be transferred to and vested in the Applicant/ Amalgamated Company;
 - (iv) All contracts, deeds, bonds, agreements, etc. to which the Amalgamating Company 1 and Amalgamating Company 2 are a party, shall stand transferred to and vested in the Applicant/ Amalgamated Company.
 - (v) All pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 1 and Amalgamating Company 2, shall stand transferred to and be deemed to be the proceedings by or against the Applicant/ Amalgamated Company.
- D. It is provided for in the Scheme that all employees of the Amalgamating Company 1 and Amalgamating Company 2 as on the Effective Date shall become the employees of the Applicant/Amalgamated Company on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Companies without any interruption of their service.
- E. The Scheme further provides that in terms of Clause 5.1 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 1 with the Applicant/ Amalgamated Company, the Applicant/ Amalgamated Company shall issue equal number of shares i.e 21,75,911 Equity Shares of Rs.10 each to the shareholders of Amalgamating Company 1 in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 1.
- F. The Scheme further provides that in terms of Clause 5.2 of Part IV of the Scheme, upon the Scheme becoming effective and in consideration of the amalgamation of the Amalgamating Company 2 with the Applicant/ Amalgamated Company, the Applicant/ Amalgamated Company shall issue equal number of shares i.e 21,75,911 Equity Shares of Rs.10 each to the shareholders of Amalgamating Company 2 in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 2.
- G. The Scheme further provides that in terms of Clause 7.1 of Part IV of the Scheme and upon the Scheme becoming effective, all the Equity Shares held by the Amalgamating Company 1 and Amalgamating Company 2 in the Share Capital of the Applicant/Amalgamated Company as on the Effective date, shall stand cancelled.
- H. Upon the Scheme becoming effective and with effect from the Appointed Date, the entire Authorized Share Capital of the Amalgamating Companies shall stand transferred to the Applicant/Amalgamated Company.
- I. Upon this Scheme become effective, the Amalgamating Company 1 and Amalgamating Company 2 shall stand dissolved, without following the procedure of winding up prescribed under The Insolvency And Bankruptcy Code, 2016, as may be applicable
- J. The amalgamation would lead to simplification of the shareholding structure and reduction of shareholding tiers and also provides transparency to the promoter's direct engagement with the Amalgamated Company.
- K. The amalgamation is undertaken pursuant to a succession planning of the promoters intended to streamline the promoter's shareholding in the Amalgamated Company, inter alia held through Amalgamating Company 1 and Amalgamating Company 2
- L. There would be no change in the aggregate promoter's shareholding in the Amalgamated Company and all the cost and charges arising out of the Scheme shall be borne by the Promoters.

The aforesaid are only the salient features of the Scheme. You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof.

14. The Scheme has no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Amalgamating Companies. The Scheme would be in the best interest of all stakeholders of Amalgamating Company 1 and Amalgamating Company 2.
15. The Scheme has no adverse effect on any of the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Applicant/Amalgamated Company. The Scheme would be in the best interest of all stakeholders of the Applicant/ Amalgamated Company.
16. No investigation proceedings have been instituted or are pending in relation to the Amalgamating Companies and Applicant/ Amalgamated Company under the 1956 Act or the 2013 Act.
17. There is no petition pending for winding up of the Amalgamating Companies or the Applicant/ Amalgamated Company.
18. The details of the promoter and promoter group of the Applicant/ Amalgamated Company are as under :

S . No.	Name of the Promoter	Address of the Promoter	No. of shares held
1	PACE INDUSTRIES PRIVATE LIMITED	L2A, Hauz Khas Enclave, New Delhi - 16	0
2	RAJENDRA SINGH PAWAR	19, Maulsari Avenue, Westend Greens, Rajokri, New Delhi-110038	100
3	NEETI PAWAR	19, Maulsari Avenue, Westend Greens, Rajokri, New Delhi-110038	100
4	R.S.PAWAR HUF	19, Maulsari Avenue, Westend Greens, Rajokri, New Delhi-110038	759
5	PIPL BUSINESS ADVISORS & INVESTMENT PVT. LTD.	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	2,175,911
6	VIJAY KUMAR THADANI	10, Padmini Enclave, Hauz Khas, New Delhi 16	100
7	RENUKA VIJAY THADANI	10, Padmini Enclave, Hauz Khas, New Delhi 16	998
8	V K THADANI HUF	10, Padmini Enclave, Hauz Khas, New Delhi 16	759
9	NIIT LIMITED	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	14,493,480
10	GLOBAL SOLUTIONS PRIVATE LIMITED	L2A, Hauz Khas Enclave, New Delhi - 16	0
11	GSPL ADVISORY SERVICES & INVESTMENT PVT. LTD.	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	2,175,911
12	THADANI FAMILY TRUST	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	0
13	PAWAR FAMILY TRUST	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	0
	Total		18,848,118

19. The Board of Directors of the Applicant/Amalgamated Company had its Board Meeting on 24 March 2017 to approve the Scheme and filing thereof.

The details of the Directors of the Applicant/Amalgamated Company who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under :

Sl. No.	Name of Director	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1	Rajendra S Pawar	19, Maulsari Avenue, Westend Greens, Rajokri, New Delhi-110038			✓*
2	Vijay K Thadani	10, Padmini Enclave, Hauz Khas, New Delhi 16			✓*
3	Arvind Thakur	504, Kings Block, Royal Retreat Charmwood Village, Faridabad, Haryana – 121009	✓		
4	Ashwani Puri	28/2 Friends Colony (West), New Delhi 110065	✓		
5	Surendra Singh	E-87, Paschimi Marg, 3rd floor, Vasant Vihar, New Delhi 110057	✓		
6	Holly Jane Morris	1315, Keston Street, Saint Paul, Minnesota, USA	✓		

*Did not vote/participate, being interested Directors.

Mr. Amit Sharma had sought and was given leave of absence from the above mentioned meeting and did not attend the meeting.

20. The details of the promoter and promoter group of the Amalgamating Company 1 are as under :

Sl. No.	Name	Address	No. of Equity Shares Held
1	Pawar Family Trust (through its trustee Mr. Rajendra Singh Pawar)	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	50,999
2	Rajendra Singh Pawar HUF	19, Maulsari Avenue, Westend Greens, Rajokri, New Delhi-110038	-
3	Neeti Pawar (as a nominee of Pawar Family Trust)	19, Maulsari Avenue, Westend Greens, Rajokri, New Delhi-110038	1
4	Rajendra Singh Pawar	19, Maulsari Avenue, Westend Greens, Rajokri, New Delhi-110038	-
5	Pace Industries Private Limited	L-2 A Hauz Khas Enclave, New Delhi - 16	-

21. The Board of Directors of the Amalgamating Company 1 had its Board Meeting on 24 March 2017, to approve the Scheme and filing thereof.

The details of the Directors of the Amalgamating Company 1 who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under :

Sl. No.	Name of Director	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1.	Kawaljit Singh	257, FF, A 1 Block, Janak Puri, New Delhi-110058	✓	-	-
2.	Sanjiv Kataria	1293, Sector C-1, Vasant Kunj, New Delhi – 110070	✓	-	-

All Directors were present at the above mentioned meeting

22. The details of the promoter and promoter group of the Amalgamating Company 2 are as under:

Sl. No.	Name of the Promoter/ Promoter Group	Address	No. of Equity Shares Held
1	Thadani Family Trust through its Trustee Mr. Vijay Kumar Thadani	8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	50,999
2	Vijay Kumar Thadani HUF	10, Padmini Enclave, Hauz Khas, New Delhi 16	-
3	Renuka Vijay Thadani(nominee of Thadani Family Trust)	10, Padmini Enclave, Hauz Khas, New Delhi 16	1
4	Vijay Kumar Thadani	10, Padmini Enclave, Hauz Khas, New Delhi 16	-
5	Global Solutions Private Limited	L-2 A Hauz Khas Enclave, New Delhi - 16	

23. The Board of Directors of the Amalgamating Company 2 had its Board Meeting on 24 March 2017 to approve the Scheme and filing thereof.

The details of the Directors of the Amalgamating Company 2 who voted in favour of the resolution, against the resolution and who did not participate or vote on such resolution are as under :

Sl. No.	Name of Director	Address	Voted for the Resolution	Voted Against the Resolution	Did not Vote or Participate
1.	Kawaljit Singh	257, FF, A 1 Block, Janak Puri, New Delhi-110058	✓	-	-
2.	Sanjiv Kataria	1293, Sector C-1, Vasant Kunj, New Delhi – 110070	✓	-	-

All Directors were present at the above mentioned meeting

24. The proposed Scheme does not affect in any manner nor vary the rights in any manner of the Key Managerial Personnel (as defined under the 2013 Act) or directors of the Amalgamating Companies or the Applicant/ Amalgamated Company. The Scheme also does not propose any compromise or arrangement with the creditors of the Amalgamating Companies or the Applicant/Amalgamated Company.
25. In the present matter, SSPA & Co. Chartered Accountants has provided the Share Entitlement Report dated 22 March 2017 and a Fairness Opinion dated 23 March 2017 has been provided by Fortress Capital Management Services Private Limited. Both the above documents were placed before the Board of Directors of each of the Companies and the same were taken into account while approving the Scheme at the respective Board Meeting of the Companies on 24 March 2017.
26. The Scheme is subject to the approval of the National Company Law Tribunal, Principal Bench at New Delhi.
27. The financial position of the Companies will not be effected by the Scheme and the rights and interests of the creditors of the Company will not be prejudicially effected by the Scheme.
28. As on April 30, 2017, the Amalgamated Company has 444 Unsecured Creditors for an amount of Rs 23,02,01,163.66 whose meeting is being convened in terms of order of NCLT, Principal Bench at New Delhi.
29. Pre and post amalgamation shareholding pattern of the Amalgamated Company based on the agreed share entitlement ratio is reproduced below:

Particulars	Pre-Amalgamation (June 30, 2017)		Post-Amalgamation	
	Total No. of shares held	Shareholding as a %	Total No. of shares held	Shareholding as a %
Promoter & Promoter Group(A)	18,848,118	30.70%	18,848,118	30.70%
Total Public (B)	42,548,056	69.3%	42,548,056	69.3%
Total (A+B)	61396174	100%	61396174	100%

30. The details of the directors of the Amalgamating Company 1 and their shareholding in the Amalgamating Company 1 (“A”), Amalgamating Company 2 (“B”) and the Applicant/ Amalgamated Company (“C”) either singly or jointly are as follows:

S. N.	Name of Director	Address	Age Yr	Position	Equity Shares Held		
					A	B	C
1.	Kawaljit Singh	257, FF, A 1 Block, Janak Puri, New Delhi-110058	57	Director	Nil	Nil	Nil
2.	Sanjiv Kataria	1293, Sector C-1, Vasant Kunj, New Delhi – 110070	62	Director	Nil	Nil	Nil

31. The details of the directors of the Amalgamating Company 2 and their shareholding in the Amalgamating Company 1 (“A”), Amalgamating Company 2 (“B”) and the Applicant/ Amalgamated Company (“C”) either singly or jointly are as follows:

S. N.	Name of Director	Address	Age Yr	Position	Equity Shares Held		
					A	B	C
1.	Kawaljit Singh	257, FF, A 1 Block, Janak Puri, New Delhi-110058	57	Director	Nil	Nil	Nil
2.	Sanjiv Kataria	1293, Sector C-1, Vasant Kunj, New Delhi – 110070	62	Director	Nil	Nil	Nil

32. The details of the directors of the Applicant/Amalgamated Company and their shareholding in the Amalgamating Company 1 (“A”), Amalgamating Company 2 (“B”) and the Applicant/ Amalgamated Company (“C”) either singly or jointly are as follows:

S. N.	Name of Director	Address	Age Yr	Position	Equity Shares Held		
					A	B	C
1.	Mr. Rajendra S Pawar	19, Maulsari Avenue, Westend Greens, Rajokri, New Delhi-110038	66	Chairman & Managing Director	50,999* as trustee of Pawar Family Trust	Nil	959
2.	Mr. Vijay K Thadani	10, Padmini Enclave, Hauz Khas, New Delhi 16	66	Director	Nil	50,999* as trustee of Thadani Family Trust	1,857
3.	Mr. Arvind Thakur	504, Kings Block, Royal Retreat Charmwood Village, Faridabad, Haryana – 121009	62	CEO & Jt. Managing Director	Nil	Nil	612,773
4	Mr. Surendra Singh	E-87, Paschimi Marg, 3rd floor, Vasant Vihar, New Delhi 110057	80	Director	Nil	Nil	Nil
5	Mr. Amit Sharma	A-20, NITI Bagh Ground Floor, New Delhi-49	66	Director	Nil	Nil	55,705
6	Mr. Ashwani Puri	28/2 Friends Colony (West), New Delhi 110065	61	Director	Nil	Nil	Nil
7	Ms. Holly Jane Morris	1315, Keston Street, Saint Paul, Minnesota, USA	65	Director	Nil	Nil	Nil

* Refer point No. 34

33. Both the Directors of Amalgamating Company 1 are the directors in Amalgamating Company 2. However, none of the directors of Amalgamating Company 1 and 2 is a director in Amalgamated Company.

34. Pawar Family Trust, through Mr. Rajendra S Pawar as trustee, holds entire equity share capital of the Amalgamating Company 1. Amalgamating Company 1 holds 21,75,911 equity shares in Amalgamated

Company. Mr. Rajendra S Pawar is Director and Promoter of Amalgamated Company. Pursuant to the Scheme, Pawar Family Trust shall become direct shareholder of Amalgamated Company.

Thadani Family Trust, through Mr. Vijay K Thadani as trustee, holds entire equity share capital of the Amalgamating Company 2. Amalgamating Company 2 holds 21,75,911 equity shares in Amalgamated Company. Mr. Vijay K Thadani is Director and Promoter of Amalgamated Company. Pursuant to the Scheme, Thadani Family Trust shall become direct shareholder of Amalgamated Company.

35. Save as otherwise disclosed above, none of the directors or Key Managerial Personnel (“KMPs”) or their relatives is concerned, or interested financially or otherwise in the Scheme.
36. The following documents will be open for inspection by the Equity Shareholders of the Applicant/ Amalgamated Company and also for obtaining extracts from, or for making or obtaining copies of at the Registered Office of the Applicant/ Amalgamated Company between 10:00 a.m. and 1:00 p.m. on all working days (Monday to Friday) from August 16, 2017 to September 15, 2017.
 - (a) Copy of the Memorandum and Articles of Association of the Amalgamating Companies and the Applicant/ Amalgamated Company;
 - (b) Copy of the audited account of the Amalgamating Companies and the Applicant/ Amalgamated Company respectively for the period ended 31 March 2017;
 - (c) Scheme of Amalgamation;
 - (d) Copy of the extracts of the Board Resolutions, dated 24 March 2017, of the Amalgamating Companies and the Applicant/ Amalgamated Company approving the Scheme;
 - (e) Copy of the Share Entitlement Report dated 22 March 2017, issued by SSPA & Co., Chartered Accountants;
 - (f) Copy of the Fairness Opinion dated 23 March 2017, issued by Fortress Capital Management Services Private Limited;
 - (g) Copy of the Report adopted by the Board of Directors of the Applicant/Amalgamated Company at its meeting held on July 20, 2017, pursuant to Section 232 (2) (c) of the 2013 Act;
 - (h) Copy of the observation letters dated June 15, 2017 and June 14, 2017 from the National Stock Exchange of India Limited and BSE Limited;
 - (i) List of Equity Shareholders of the Applicant/ Amalgamated Company as on July 28, 2017;
 - (j) Complaint Report dated April 19, 2017 submitted by the Company to the National Stock Exchange Limited and BSE Limited;
 - (k) Certificate issued by the auditor of the Company to the effect that the accounting treatment, if any proposed in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of 2013 Act.

By Order of the Board
For **NIIT Technologies Limited**

Sd/-

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Date: July 20, 2017

Place: New Delhi

**NIIT Technologies Limited****CIN : L65993DL1992PLC048753****Regd. Office :** 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019.**Ph:** 91 (11) 41675000, **Fax:** 91 (11) 41407120**Website:** <http://www.niit-tech.com>; **Email:** investors@niit-tech.com**Postal Ballot Notice**

Public Shareholders are hereby informed that pursuant to circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) issued by the Securities and Exchange Board of India ("SEBI Circular") read with the provisions of Section 108 & 110 of the Companies Act, 2013 ("2013 Act") and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment, re-enactment, substitution thereof) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has completed (a) the dispatch of Postal Ballot Notice, along with the Postal Ballot Form, through electronic mail to the Public Shareholders whose e-mail ID's are registered in the Depository records and (b) dispatch of the same in physical mode along with a self-addressed postage prepaid Business Reply Envelope to the other Public Shareholders (i.e. whose e-mail ID's are not registered) on August 11, 2017 for seeking approval of the Public Shareholders for the matters as set out in the Postal Ballot Notice dated July 20, 2017.

The said Public Ballot Notice has been sent to all the Public Shareholders whose names appear in the Register of Members / record of Depositories as on July 28, 2017 ("Cut off Date").

The business to be transacted through the Postal Ballot includes voting by electronic means.

Public Shareholders have option to exercise their votes either electronically or by way of postal ballot. The voting process through Postal Ballot Form as well as remote e-voting shall commence on 10.00 a.m. (Server Time) on Thursday, August 17, 2017 till 5.00 p.m. (Server Time) on Friday, September 15, 2017. Thereafter the remote e-voting facility shall be disabled. The remote e-voting facility provided by the National Securities Depository Limited is available to the Public Shareholders at the link www.evoting.nsdl.com which would enable the Public Shareholders to cast their votes electronically, instead of dispatching Postal Ballot Form.

Public Shareholders who have not received the Postal Ballot Form or wish to receive the same physically may apply to the Company Secretary of the Company to obtain a duplicate Postal Ballot Form. The Postal Ballot Form is also available on the Company's website at www.niit-tech.com and on the website of NSDL at www.evoting.nsdl.com.

Public Shareholders desiring to exercise vote by way of postal ballot are requested to note that the duly signed and filled Postal Ballot Form indicating their assent or dissent should reach to the Scrutinizer not later than 5:00 p.m. on Friday, September 15, 2017. Postal Ballot Form received after this date and time, will be strictly treated as if the reply from such Public Shareholder(s) has not been received.

Detailed instructions and information relating to voting including remote e-voting, are set out in the Postal Ballot Notice dispatched to the Public Shareholders.

In case of any query or grievances connected with the voting by postal ballot or remote e-voting, Public Shareholders may send their grievances or queries to Mr. Lalit Kumar Sharma, Company Secretary & Legal Counsel, at registered office address at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019 or email id: investors@niit-tech.com or call on Ph: 011-41675000

In case of any query pertaining to remote e-voting, please visit Help & FAQ's section available on www.evoting.nsdl.com or call on toll free no. 1800-222-990 or contact Mr. Rajiv Ranjan (Manager)/Mr. Amit Vishal (Senior Manager), the officials of NSDL at 022-24994738/4360.

For NIIT Technologies Limited
Sd/-

Dated : August 11, 2017
Place : New Delhi

Lalit Kumar Sharma
Company Secretary & Legal Counsel

NIIT
technologies

एनआईआईटी टेक्नोलॉजीज लिमिटेड

सीआईएन: एल65993डीएल1992पीएलसी048753
पंजी. कार्यालय : 8, बालाजी एस्टेट, प्रथम तल, गुरु रवि दास मार्ग, कालकाजी, नई दिल्ली-110019

फोन नं. 91 (11) 41675000, फ़ैक्स: 91 (11) 41407120
वेबसाइट: <http://www.niit-tech.com>; ईमेल: investors@niit-tech.com

डाक मत सूचना

एतद् द्वारा पब्लिक शेयरधारकों को सूचित किया जाता है कि कंपनी अधिनियम, 2013 ("2013 अधिनियम") की धाराओं 108 एवं 110 के प्रावधानों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड द्वारा जारी परिपत्र सं. सीएफडी/डीआईएल3/सर्कु./2017/21 दिनांकित 10 मार्च, 2017 ("सेबी परिपत्र") (पूर्व में परिपत्र सं. सीआईआर/सीएफडी/सीएमडी/16/2015 दिनांकित 30 नवंबर, 2015) और कंपनी (प्रबंधन और संचालन) नियमावली, 2014 (किसी संशोधन अथवा इसके पुनः संशोधन सहित) के नियम 20 व 22 और सेबी (सूचीबद्ध दायित्व एवं प्रकटन आवश्यकताएँ), 2015 के अनुसार दिनांक 20 जुलाई, 2017 की डाक मत सूचना में निहित विषयों के लिए पब्लिक शेयरधारकों की स्वीकृति प्राप्त करने के लिए कंपनी ने (ए) उन पब्लिक शेयरधारकों जिनके ई-मेल आईडी डिपोजिटरी रिकार्ड में पंजीकृत हैं, को डाक मत प्रपत्र के साथ डाक मत सूचना का प्रेषण इलैक्ट्रॉनिक मेल माध्यम से और (बी) अन्य पब्लिक शेयरधारकों (अर्थात् जिनके ई-मेल आईडी पंजीकृत नहीं हैं) को इनको भौतिक माध्यम से डाक शुल्क अदा किया स्व-पता लिखा बिजनेस जवाबी लिफाफे के साथ प्रेषण दिनांक 11 अगस्त, 2017 को पूर्ण कर लिया है।

उक्त पब्लिक मत सूचना उन सभी पब्लिक शेयरधारकों जिनके नाम 28 जुलाई, 2017 ("कट-ऑफ तिथि") तक सदस्यों के रजिस्टर/डिपोजिटरियों के रिकार्ड में दर्ज थे, को भेज दिए गए हैं।

व्यवसाय इलैक्ट्रॉनिक माध्यम से मतदान सहित डाक मत के माध्यम से निष्पादित किए जायेगा।

पब्लिक शेयरधारकों को इलैक्ट्रॉनिक माध्यम से या डाक मत द्वारा मतदान करने का विकल्प होगा। डाक मत और रिमोट ई-मतदान दोनों ही माध्यम से मतदान गुरुवार, 17 अगस्त, 2017 को समय पूर्वा. 10.00 (सर्वर समय) बजे शुरू होगा और शुक्रवार, 15 सितंबर, 2017 समय अप. 5.00 (सर्वर समय) बजे समाप्त हो जायेगा। इसके बाद रिमोट ई-मतदान सुविधा निष्क्रिय कर दी जायेगी। नेशनल सिक्यूरिटीज डिपोजिटरी लिमिटेड द्वारा दी जा रही रिमोट ई-मतदान सुविधा पब्लिक शेयरधारकों के लिए लिंक पर उपलब्ध होगी जिससे पब्लिक शेयरधारक डाक मत प्रपत्र भेजने के बजाए अपने मतदान इलैक्ट्रॉनिक माध्यम से कर सकते हैं।

पब्लिक शेयरधारक जिन्हें डाक मत प्रपत्र प्राप्त नहीं होते हैं या जो इसे भौतिक रूप में प्राप्त करना चाहते हैं वे अनुलिपि डाक मत प्रपत्र प्राप्त करने के लिए कंपनी के कंपनी सचिव से आवेदन कर सकते हैं। डाक मत प्रपत्र कंपनी की वेबसाइट www.niit-tech.com और एनएसडीएल की वेबसाइट www.evoting.nsdl.com पर उपलब्ध है।

पब्लिक शेयरधारक जो डाक मत द्वारा मतदान करना चाहते हैं उनसे आग्रह है कि वे अपनी सहमति या असहमति दर्शाते हुए विधिवत् भरा और हस्ताक्षरित डाक मत प्रपत्र संवीक्षक के पास शुक्रवार, 15 सितंबर, 2017 समय अप. 5:00 तक पहुँचा दें। इस तिथि व समय के बाद प्राप्त डाक मत प्रपत्र को संबंधित पब्लिक शेयरधारक (ओं) से कोई जवाब प्राप्त नहीं माना जायेगा।

रिमोट ई-मतदान सहित मतदान से संबंधित विस्तृत निर्देश व जानकारी पब्लिक शेयरधारकों को भेजी गई डाक मत सूचना में दी गई है।

डाक मत या रिमोट ई-मतदान द्वारा मतदान संबंधी किसी प्रश्न या शिकायत समाधान के लिए पब्लिक शेयरधारक अपनी शिकायत या प्रश्न श्री ललित कुमार शर्मा, कंपनी सचिव एवं विधिक अधिवक्ता को पंजीकृत कार्यालय स्थित 8, बालाजी एस्टेट, प्रथम तल, गुरु रवि दास मार्ग, कालकाजी, नई दिल्ली-110019 या ईमेल आईडी: investors@niit-tech.com पर भेज सकते हैं या फोन नं. 011-41675000 पर कॉल करें।

रिमोट ई-मतदान से संबंधित किसी प्रश्न के समाधान के लिए कृपया www.evoting.nsdl.com पर उपलब्ध हेल्प एवं एफएक्यू सेक्शन देखें या टॉल फ्री नंबर 1800-222-990 पर कॉल करें या एनएसडीएल के अधिकारियों श्री राजीव रंजन (प्रबंधक)/श्री अमित विशाल (वरिष्ठ प्रबंधक) को 022-24994738/4360 पर संपर्क करें।

हिते एनआईआईटी टेक्नोलॉजीज लिमिटेड

हस्ता./—

दिनांक : 11 अगस्त, 2017

स्थान : नई दिल्ली

ललित कुमार शर्मा

कंपनी सचिव एवं विधिक अधिवक्ता