Annexure I

NIIT

NIIT Limited
85, Sector 32 Institutional
Gurgaon 122 001, India
Tel: +91 (124) 4293000
Fax: + 91 (124) 4293333
Email: info@niit.com

Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

www.niit.com

December 3, 2018

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 about Board Meeting and Record Date
Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir,

This is with reference to the Scheme of Amalgamation ("Scheme") for transfer and vesting of PIPL Management Consultancy and Investment Private Limited ("Amalgamating Company 1") and Global Consultancy and Investment Private Limited ("Amalgamating Company 2") into NIIT Limited ("Amalgamated Company"/ "Company"), as sanctioned by Hon'ble National Company Law Tribunal, New Delhi Bench.

The Board of Directors of the Company shall meet on December 14, 2018 to inter-alia consider the issuance and allotment to the shareholders of Amalgamating Company 1 and Amalgamating Company 2, equal number of equity shares as held by the Amalgamating Company 1 and Amalgamating Company 2 in the Amalgamated Company upon cancellation of existing equity shares held by Amalgamating Companies in the Company in terms of the Scheme.

Further, Thursday, December 13, 2018 has been fixed as cut-off date/ record date for issuance and allotment to the shareholders of Amalgamating Company 1 and Amalgamating Company 2, equal number of equity shares as held by the Amalgamating Company 1 and Amalgamating Company 2 in the Amalgamated Company upon cancellation of existing equity shares held by Amalgamating Companies in the Company in terms of the Scheme.

You are requested to please take the same in your records.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,
For **NIIT Limited**

NIIT LIMITED NEW DELHI

Deepak Bansal
Company Secretary &
Compliance Officer

NIIT

Annexure II

Detailed Note on the Scheme

- The Scheme provides for Amalgamation of PIPL Management Consultancy and Investment Private Limited and Global Consultancy and Investment Private Limited with NIIT Limited
- Appointed date is closing hours of March 31, 2017
- Consideration :

  The Amalgamated Company shall, without any further act or deed and without any further payment, basis the Valuer's Report on Share Entitlement Ratio, issue and allot to the shareholders of Amalgamating Company 1 and Amalgamating Company 2(whose name is recorded in the register of members of the Amalgamating Company 1 and Amalgamating Company 2 as holding equity shares on the Record Date) equal number of equity shares as held by the Amalgamating Company 1 and Amalgamating Company 2 in the Amalgamated Company in the following manner:

  - 2,53,66,521 (Two Crore, Fifty Three Lakh, Sixty Six Thousand Five Hundred and Twenty One) fully paid up equity shares of the face value of Rs. 2/-(Rupees Two) each credited as fully paid up in the share capital of the Amalgamated Company in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 1.
  - 2,59,15,838 (Two Crore, Fifty Nine Lakh, Fifteen Thousand Eight Hundred and Thirty Eight) fully paid up equity shares of the face value of Rs. 2/-(Rupees Two) each credited as fully paid up in the share capital of the Amalgamated Company in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company 2.

- All equity shares held by the Amalgamating Company 1 (i.e. 2,53,66,521 equity shares) and Amalgamating Company 2 (i.e. 2,59,15,838 equity shares) in the share capital of the Amalgamated Company as on the Effective Date, shall stand cancelled, without any further act or deed, upon this Scheme becoming effective.
- Upon the Scheme becoming effective, the whole of the business, personnel, property, assets, investments, rights, benefits and interest therein of the Amalgamating Company 1 and Amalgamating Company 2 shall, with effect from the Appointed Date, stand transferred to and be vested in the Amalgamated Company, without any further act or deed, and by virtue of the order passed by the Hon'ble National Company Law Tribunal, New Delhi Bench (NCLT).
- Upon this Scheme becoming effective, Amalgamating Company 1 and Amalgamating 2 shall stand dissolved, without following the procedure of winding up prescribed under The Insolvency and Bankruptcy Code, 2016, as may be applicable.
- Upon this Scheme becoming effective, there shall not be any material change in the business/ financial aspect viz. revenue, results, capital employed of the Company.

NIIT LIMITED NEW DELHI