



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

April 12, 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: Submission of Compliance Certificate under Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir/Madam,

Please find attached herewith the Compliance Certificate as prescribed under Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended March 31, 2018, obtained from M/s. Himanshu G & Associates, Company Secretary in Whole-time practice for your reference and record.

Kindly acknowledge the receipt

Thanking You

Your's truly,
For NIIT Limited

**Deepak Bansal
Company Secretary &
Compliance Officer**

DB

Encl: a/a



HIMANSHU G & ASSOCIATES

Company Secretaries

CERTIFICATE UNDER CLAUSE 40 (9) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015 FOR THE HALF YEAR ENDED MARCH 31, 2018

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to NIIT Limited Registered Office 8, Balaji Estate, Guru Ravi Das Marg Kalkaji, New Delhi – 110019 maintained by Alankit Assignments Limited 1E/13, Jhandewalan Extension New Delhi – 110055 pertaining to transfer of equity shares of the Company for the period from 1st October 2017 to 31st March 2018 for the purpose of issuing a Certificate as per Clause 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on 31st March, 2018 Share Certificate(s) relating to the transfer of Shares received during the period from 1st October 2017 to 31st March 2018 as entered in the Memorandum of Transfers have been issued within the period stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from the date of lodgment for transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/ allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.

For **Himanshu G And Associates**
Company Secretaries

Place: New Delhi
Date: April 12, 2018



Himanshu Grover
Proprietor
Membership No. FCS 8965
CP No. 10398