

NIIT Limited

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Registered Office:
8 Balaji Estate, 1st floor
Guru Ravi Das Marg, Kalkaji
New Delhi -110019, India

www.niit.com

February 15, 2013

1.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

2.The Manager**Bombay Stock Exchange Limited**

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

SUB: DISCLOSURE PURSUANT TO SEBI CIRCULAR NO. CIR/CFD/DIL/3/2013 DATED JANUARY 17, 2013

Dear Sir,

This has reference to the aforesaid SEBI circular, please note that the Company operates its own employee stock option plan by the name of NIIT Employee Stock Option Plan 2005 ("NIIT ESOP-2005") and the same is in compliance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The NIIT ESOP-2005 is directly administered by the Company without any involvement of any trust. Apart from this, there is no other employee stock option scheme issued/ administered by the Company.

The Company is not operating any employee benefit scheme involving dealing in the secondary market, which are not covered under SEBI (ESOS and ESPS) Guidelines 1999.

Please also note that an independent trust by the name of NIITians' Welfare Trust is providing certain benefits to non-director/non-promoter employees of the Company. None of the promoters or directors of the Company has any relation with any of the trustees of the NIITians Welfare Trust and also, it is not being operated or controlled by the Company. However, as a precautionary measure, we have sought for an interpretative letter from SEBI under the SEBI (Informal Guidance) Scheme, 2003 and reply/clarification on the same is awaited. For ease of reference, copy of the same is enclosed herewith as **Annexure A** to this letter.



However, in compliance of the aforesaid SEBI Circular, we are giving the required disclosure in the prescribed format. The said disclosure is enclosed herewith as **Annexure B** to this letter.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For NIIT Limited


Rajesh Arora
Company Secretary



Encl: a/a

