

**NIIT Limited**

85, Sector 32 Institutional  
Gurgaon 122 001, India  
Tel: +91 (124) 4293000  
Fax: +91 (124) 4293333

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,  
1<sup>st</sup> 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

