

Information relating to NIIT ESOP-2005 under Securities Exchange Board of India (Share Based Employee Benefits) and Sweat Equity) Regulations, 2021:

A.	Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time	Please refer to Notes Nos. 2 (r) and 26 contained in the Notes to Standalone Financial Statements forming part of Annual Financial Statements for the Financial Year ended on March 31, 2026
B.	Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as prescribed from time to time	3.41

C. Details related to ESOS:

- i) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:

a)	Date of shareholders' approval	May 18, 2005 September 22, 2020																																																																																																									
b)	Total number of options approved under ESOS	a) Pre-bonus and split – 1,925,000 b) Revised options post-bonus and split – 11,173,823 c) Revised options after adding additional Options – 28,597,500																																																																																																									
c)	Vesting requirements	Employee Stock Option shall vest in a minimum period of 1 year and maximum period of 5 years from the date of grant																																																																																																									
d)	Exercise price or pricing formula	At a price not less than the then existing face value of the share of the Company: <table border="1"> <thead> <tr> <th></th><th>Grant Price Rs.</th><th>Market Price Rs. #</th></tr> </thead> <tbody> <tr><td>Grant I *</td><td>180.00</td><td>235.15</td></tr> <tr><td>Grant II **</td><td>237.00</td><td>237.00</td></tr> <tr><td>Grant III **</td><td>912.15</td><td>912.15</td></tr> <tr><td>Grant IV **</td><td>88.70</td><td>88.70</td></tr> <tr><td>Grant V **</td><td>72.20</td><td>72.20</td></tr> <tr><td>Grant VI **</td><td>69.20</td><td>69.20</td></tr> <tr><td>Grant VII **</td><td>67.65</td><td>67.65</td></tr> <tr><td>Grant VIII ***</td><td>2.00</td><td>45.05</td></tr> <tr><td>Grant IX**</td><td>41.00</td><td>41.00</td></tr> <tr><td>Grant X**\$</td><td>21.35</td><td>49.85</td></tr> <tr><td>Grant XI**</td><td>48.50</td><td>48.50</td></tr> <tr><td>Grant XII**\$</td><td>17.85</td><td>41.60</td></tr> <tr><td>Grant XIII**\$</td><td>22.38</td><td>52.15</td></tr> <tr><td>Grant XIV**</td><td>75.65</td><td>75.65</td></tr> <tr><td>Grant XV**</td><td>75.65</td><td>75.65</td></tr> <tr><td>Grant XVI**\$</td><td>35.74</td><td>83.30</td></tr> <tr><td>Grant XVII**\$</td><td>31.58</td><td>73.60</td></tr> <tr><td>Grant XVIII**\$</td><td>39.71</td><td>92.55</td></tr> <tr><td>Grant XIX**\$</td><td>38.13</td><td>88.85</td></tr> <tr><td>Grant XX**</td><td>108.10</td><td>108.10</td></tr> <tr><td>Grant XXI**\$</td><td>41.26</td><td>96.15</td></tr> <tr><td>Grant XXII**\$</td><td>38.47</td><td>89.65</td></tr> <tr><td>Grant XXIII**\$</td><td>40.19</td><td>93.65</td></tr> <tr><td>Grant XXIV**\$</td><td>42.48</td><td>99.00</td></tr> <tr><td>Grant XXV**\$</td><td>40.51</td><td>94.40</td></tr> <tr><td>Grant XXVI**\$</td><td>54.77</td><td>127.65</td></tr> <tr><td>Grant XXVII**\$</td><td>74.75</td><td>174.20</td></tr> <tr><td>Grant XXVIII**\$</td><td>80.61</td><td>187.85</td></tr> <tr><td>Grant XXIX**\$</td><td>113.39</td><td>264.25</td></tr> <tr><td>Grant XXX**\$</td><td>133.11</td><td>310.20</td></tr> <tr><td>Grant XXXI**\$</td><td>151.34</td><td>352.70</td></tr> <tr><td>Grant XXXII**\$</td><td>151.34</td><td>352.70</td></tr> <tr><td>Grant XXXIII**\$</td><td>151.34</td><td>352.70</td></tr> <tr><td>Grant XXXIV**\$</td><td>151.00</td><td>351.90</td></tr> </tbody> </table>		Grant Price Rs.	Market Price Rs. #	Grant I *	180.00	235.15	Grant II **	237.00	237.00	Grant III **	912.15	912.15	Grant IV **	88.70	88.70	Grant V **	72.20	72.20	Grant VI **	69.20	69.20	Grant VII **	67.65	67.65	Grant VIII ***	2.00	45.05	Grant IX**	41.00	41.00	Grant X**\$	21.35	49.85	Grant XI**	48.50	48.50	Grant XII**\$	17.85	41.60	Grant XIII**\$	22.38	52.15	Grant XIV**	75.65	75.65	Grant XV**	75.65	75.65	Grant XVI**\$	35.74	83.30	Grant XVII**\$	31.58	73.60	Grant XVIII**\$	39.71	92.55	Grant XIX**\$	38.13	88.85	Grant XX**	108.10	108.10	Grant XXI**\$	41.26	96.15	Grant XXII**\$	38.47	89.65	Grant XXIII**\$	40.19	93.65	Grant XXIV**\$	42.48	99.00	Grant XXV**\$	40.51	94.40	Grant XXVI**\$	54.77	127.65	Grant XXVII**\$	74.75	174.20	Grant XXVIII**\$	80.61	187.85	Grant XXIX**\$	113.39	264.25	Grant XXX**\$	133.11	310.20	Grant XXXI**\$	151.34	352.70	Grant XXXII**\$	151.34	352.70	Grant XXXIII**\$	151.34	352.70	Grant XXXIV**\$	151.00	351.90
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		Grant XXXV**	127.59	127.59
		Grant XXXVI**	127.59	127.59
		Grant XXXVII**	127.59	127.59
		Grant XXXVIII**	127.59	127.59
		Grant XXXIX**	159.18	159.18
		Grant XL**	159.18	159.18
		#Closing price on the basis of higher volume of trade at National Stock Exchange of India Limited/ BSE Limited on the previous day of the grant. *at approx. 23.45% discount to market price. **at market price. ***at approx. 96% discount to market price. \$ Adjusted pursuant to the Scheme of arrangement (Refer note 26 and 37 of Standalone Financial Statement)		
e)	Maximum term of options granted	5 Years		
f)	Source of shares (primary, secondary or combination)	Primary		
g)	Variation in terms of options	Nil		

ii) Method used to account for ESOP – Fair value

iii) The company opts for expensing of the options using the fair value of the options. The fair value at the grant date is determined using the Black Scholes Model as per an independent valuer's report having taken into consideration the market price being the last available closing price prior to the date of grant, exercise price being the price payable by the employees for exercising the options and other relevant assumptions. Please refer to Note No. 26 contained in the Notes to Standalone Financial Statements forming part of financial statement for the financial year ended on March 31, 2025 for detailed disclosure.

iv) Option movement during the year (For each ESOS):

Particulars	Details
Number of options outstanding at the beginning of the period	8,529,241
Number of options granted during the year	-
Number of options forfeited / lapsed during the year	256,675
Number of options vested & exercisable during the year	6,448,416
Number of options exercised during the year	522,482
Number of shares arising as a result of exercise of options	522,482
Money realized by exercise of options (INR), if scheme is implemented directly by the company	24,543,503.90
Loan repaid by the Trust during the year from exercise price received	Not Applicable
Number of options outstanding at the end of the year	9,385,084
Number of options exercisable at the end of the year	9,385,084

v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock

Grant (Rs.)	I*	II*	III*	IV	V	VI	VII	VIII	IX	X#	XI	XII#	XIII#	XIV	XV
Weighted average exercise price	24.00	31.60	121.62	88.70	72.20	69.20	67.65	2.00	35.40	7.42	48.50	17.85	22.38	75.65	75.65
Weighted average fair value	13.15	9.63	37.23	32.09	34.47	32.71	31.57	40.17	12.15	22.27	15.76	6.14	7.77	25.91	27.30

Grant (Rs.)	XVI#	XVII#	XVIII#	XIX#	XX	XXI#	XXII#	XXIII#	XXIV#	XXV#	XXVI#	XXVII#	XXVIII#
Weighted average exercise price	35.74	31.58	39.71	38.13	108.10	41.26	38.47	40.19	42.48	40.51	54.77	74.75	80.61
Weighted average fair value	13.64	11.63	15.33	14.53	42.47	17.93	16.74	17.11	17.85	14.41	19.32	26.58	28.60

Grant (Rs.)	XXIX [#]	XXX [#]	XXXI [#]	XXXII [#]	XXXIII [#]	XXXIV [#]	XXXV	XXXVI	XXXVII	XXXVIII	XXXIX	XL
Weighted average exercise price	113.39	133.11	151.34	151.34	151.34	151.00	127.59	127.59	127.59	127.59	159.18	159.18
Weighted average fair value	41.09	47.39	60.95	62.32	62.67	59.26	49.78	48.52	46.35	50.69	64.92	62.43

Note: *the prices are adjusted for the bonus and split; [#]Adjusted pursuant to the Scheme of arrangement (Refer note 26 and 37 of Standalone Financial Statement).

vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to:

i)	senior managerial personnel	Summary [^] of options granted to senior managerial personnel are as under: No. of employees covered: 7 No. of options granted during the year to such personnel: 1,080,000 [^] Only summary given because of sensitive nature of information
ii)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	NIL
iii)	identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	NIL

vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

- the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model-Not Applicable
- the method used and the assumptions made to incorporate the effects of expected early exercise – Not Applicable
- how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility - Volatility is a measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. Each vest has been considered as a separate grant. The volatility for periods corresponding to the respective expected lives of the different vests, prior to the grant date has been considered. The daily volatility of the Company's stock price on NSE over these years has been considered.
- whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition. – Not Applicable

For and on behalf of the Board

Place: Gurugram
Date: May 13, 2025

Sd/-
Rajendra Singh Pawar
Chairman
DIN: 00042516