



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

October 1, 2021

**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 Ltd**

Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Subject: Disclosure / Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Ref: Scrip Code : BSE – 500304; NSE – NIITLTD

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that NIIT Limited, (“**NIIT**”) has executed a share purchase agreement (“**SPA**”) and other transaction documents with RPS Consulting Private Limited (“**Company**”) and its promoters, to acquire 100% equity shareholding in the Company in three tranches.

The board of directors of NIIT (“**Board**”), at its meeting held on October 1, 2021, has approved the aforesaid acquisition and execution of the SPA and all other transaction documents. Pursuant to receipt of such approval, NIIT has acquired 70% equity shareholding (on a fully diluted basis) in the Company on October 1, 2021, while the balance 30% shareholding of the Company will be acquired in 2 tranches over next two and a half years based upon valuation methodology as agreed under the transaction documents. The Company has now become a subsidiary of NIIT.

Details as required to be furnished under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is provided in Annexure A.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours truly,
For **NIIT Limited**

Deepak Bansal
Company Secretary &
Compliance Officer

Annexure A

Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

	Particulars	Remarks/Details
1	Name of the target entity, details in brief such as size, turnover etc.	RPS Consulting Private Limited (“ Company ”) The Company had Revenue of INR 733 million in FY21.
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length	The acquisition does not fall under the category of related party transaction(s) and the promoter/ promoter group/ group companies do not have any interest in the Company.
3	Industry to which the entity being acquired belongs	Education and Training Services
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The acquisition adds new capabilities that help to expand NIIT’s expertise to accelerate digital transformation journeys of large enterprises. The acquisition also expands NIIT’s Managed Training Services portfolio to include technology training as a Managed Service for its global customers. The transaction is expected to be accretive for NIIT.
5	Brief details of any governmental or regulatory approvals required for the acquisition	Not applicable
6	Indicative time period for completion of the acquisition	NIIT has acquired 70% equity shareholding (on a fully diluted basis) in the Company on October 1, 2021. The remaining 30% shareholding will be acquired by NIIT from the promoters of the Company in subsequent tranches within the next two and a half years as per the transaction documents.
7	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration.
8	Cost of acquisition or the price at which the shares are acquired	The acquisition is being undertaken in three tranches. Tranche I is for acquisition of 70% equity shareholding of the Company on October 1, 2021. The consideration for Tranche I is Rs. 823.10 million, subject to certain closing adjustments as per the transaction documents. Balance 30% equity shareholding of the Company would be acquired by NIIT in next two tranches based on achievement of certain financial milestones and closing adjustments in terms of the transaction documents.

9	Percentage of shareholding/ control acquired and or number of shares acquired (Post acquisition of securities)	NIIT has acquired 70% equity shareholding (on a fully diluted basis) in the Company on October 1, 2021. The remaining 30% shareholding will be acquired by NIIT from the promoters of the Company in subsequent tranches as per the transaction documents.										
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>RPS Consulting Private Limited is a private limited company which was incorporated on December 14, 2006 under the provisions of the Companies Act, 1956 having its registered office in Bengaluru, Karnataka.</p> <p>Company is a leading provider of training programs on emerging digital technologies for experienced technology professionals, specifically addressing the needs of Global Systems Integrators and Capability Centers of large multinational companies.</p> <p>Company offers:</p> <ul style="list-style-type: none"> • Advanced technology training to experienced technology professionals of over 260 companies across key IT hubs in India, including Bengaluru, NCR, Hyderabad, Chennai, Pune and Mumbai • Comprehensive program catalog with over 2000 courses on emerging technologies from 23 global technology partners (including Microsoft, Red Hat, VMware, Citrix, Dell EMC, Google, AWS, ISC2 among others) • Specialized training solutions on emerging digital technologies such as Artificial Intelligence /Machine Learning, Data Science, DevOps, Automation, and Cybersecurity. • A digital platform that enables real-world, hands-on virtual labs on a multitude of emerging technologies, supported by an extensive pool of over 700 certified mentors. <table border="1" data-bbox="831 1697 1390 1966"> <thead> <tr> <th>Period</th> <th>Turnover (INR Million)</th> </tr> </thead> <tbody> <tr> <td>FY19</td> <td>661</td> </tr> <tr> <td>FY20</td> <td>845</td> </tr> <tr> <td>FY21</td> <td>733</td> </tr> <tr> <td>Trailing 12 Months period ending Sept 30, 2021 (unaudited)</td> <td>1057</td> </tr> </tbody> </table>	Period	Turnover (INR Million)	FY19	661	FY20	845	FY21	733	Trailing 12 Months period ending Sept 30, 2021 (unaudited)	1057
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