



**NIIT Limited**

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September 30, 2022

**BSE Limited**

Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**National Stock Exchange Limited**

Listing Department  
Exchange Plaza  
5<sup>th</sup> Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex  
Bandra (E), Mumbai-400051

**Scrip Code: BSE-500304 NSE- NIITLTD**

Dear Sir,

**Subject: Disclosure under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015**

In terms of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**Listing Regulations**”) read with Part A of Schedule III of Listing Regulations, we wish to inform you that NIIT Limited has signed a definitive agreement to make an investment of USD 2 million in KNOLSKAPE Solutions, PTE LTD, Singapore on September 30, 2022.

Disclosure in requisite format in terms of Regulation 30 of Listing Regulations is enclosed herewith and marked as “**Annexure A**”.

This is for your information and record purpose only.

**For NIIT Limited**

Deepak Bansal  
Company Secretary & Compliance Officer

Disclosure of Acquisition (including agreement to acquire) in terms of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**Listing Regulations**”) read with Schedule III of the Listing Regulations.

a)	Name of the Target Entity, details in brief such as size, turnover etc.	<p><b>KNOLSKAPE SOLUTIONS, PTE LTD., SINGAPORE (“KNOLSKAPE”)</b></p> <p>KNOLSKAPE had consolidated revenue of USD 4.8 million (unaudited) for financial year ended March 31, 2022.</p>
b)	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 “arm’s length”.	No
c)	Industry to which entity being acquired belongs.	Education & Training
d)	Objects and effect of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity)	<p>NIIT has signed definitive agreement to make an investment of USD 2 million in KNOLSKAPE (“<b>Investment</b>”).</p> <p>KNOLSKAPE would use these funds primarily for expansion of its sales in global markets.</p> <p>The strategic investment would strengthen NIIT’s offerings for training in leadership, professional and workspace skills and help NIIT bring more value to its managed training services customers.</p> <p>Further, this Investment shall form part of CLG Business Undertaking as defined under the proposed Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited (“<b>Transferee Company</b>”) and shall be demerged along with the CLG Business Undertaking to the Transferee Company upon the said scheme being approved and becoming effective.</p>
e)	Brief details of any governmental or regulatory approvals required for the acquisition.	No Government or Regulatory approval is required for the Investment. NIIT shall make the Investment under the automatic route as per applicable regulations of RBI for overseas investment by Indian parties.

f)	Indicative time period for completion of the acquisition.	Expect to close the transaction within 30 days								
g)	Nature of consideration - whether cash consideration or share swap and details of the same.	Consideration to be paid in Cash.								
h)	Cost of acquisition or the price at which shares are acquired.	USD 2 million								
i)	Percentage of shareholding / control acquired and / or number of shares acquired.	<p>KNOLSKAPE would issue 100 Compulsorily Pre-Series B Convertible Preference Shares (Pre Series B CCPS) at an issue price of USD 20,000 per Pre-Series B CCPS to NIIT, on completion of the Investment.</p> <p>Subject to certain conditions, the above shall be convertible into equity of KNOLSKAPE, at a discount to valuation in subsequent round of funding (“<b>Conversion Formula</b>”).</p> <p>Based on the Conversion Formula, if the Pre Series B CCPS were to be converted on the completion date, the estimated equity shareholding of NIIT in KNOLSKAPE would be 5.88%.</p>								
j)	Brief background about the entity acquired in terms of product / line of business acquired, date of incorporation, history of last three years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>KNOLSKAPE is a leading Experiential Learning Platform company founded in July 2008.</p> <p>KNOLSKAPE’s platform is focused on empowering the hybrid workforce, creating future-ready organizations, and developing resilient leadership. Their award-winning portfolio of AI powered simulations covers 100+ competencies and cutting-edge talent intelligence for managerial, leadership, business and future skills. These offerings have been adopted by over 400 leading global organizations across 75 countries.</p> <p>KNOLSKAPE has subsidiaries in India, Malaysia and USA.</p> <p>The consolidated turnover of KNOLSKAPE for last three years is given below:</p> <table border="1" data-bbox="812 1743 1323 1921"> <thead> <tr> <th>Financial year ended</th> <th>Turnover (in USD million.)</th> </tr> </thead> <tbody> <tr> <td>March 31, 2022*</td> <td>4.8</td> </tr> <tr> <td>March 31, 2021</td> <td>3.3</td> </tr> <tr> <td>March 31, 2020</td> <td>4.3</td> </tr> </tbody> </table> <p>*Unaudited</p>	Financial year ended	Turnover (in USD million.)	March 31, 2022*	4.8	March 31, 2021	3.3	March 31, 2020	4.3
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