



NIIT Limited

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October 9, 2025

The Manager
National Stock Exchange of India
Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

The Manager
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

Sub: Intimation of outcome of the Board Meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir(s),

In terms of Regulation 30 read with Part A, Para A of Schedule III of the SEBI Listing Regulations, we hereby inform you that the Board of Directors ("**Board**") of NIIT Ltd. at its meeting held today i.e., October 9, 2025, upon receipt of recommendation from the audit committee, considered and approved the scheme of amalgamation amongst NIIT Institute of Finance Banking and Insurance Training Limited ("**Amalgamating Company 1**") and RPS Consulting Private Limited ("**Amalgamating Company 2**") (collectively, the "**Amalgamating Companies**"), with and into NIIT Limited ("**Amalgamated Company**" or "**Company**") and their respective shareholders under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the rules made thereunder ("**Scheme**"). The draft Scheme provides for amalgamation of Amalgamating Company 1 and Amalgamating Company 2, with and into the Amalgamated Company.

Further, as the Amalgamating Companies are wholly-owned subsidiaries of the Amalgamated Company and in terms of Regulation 37(6) of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Circular**"), the requirement of obtaining 'No Objection Letter' from the stock exchanges is not applicable to draft schemes which solely provide for merger of a wholly owned subsidiary with its holding company. Hence, the Company is not required to obtain 'No Objection Letter' on the Scheme from the stock exchanges on which equity shares of the Company are listed.

The Board Meeting of the Company commenced at 5:00 PM and concluded at 5:47 PM.

The Scheme is subject to receipt of requisite approvals, permissions, and sanctions from shareholders, creditors (as may be required and/or to the extent not dispensed with by the relevant authorities), the Hon'ble National Company Law Tribunal, and such other regulatory and governmental authorities as may be necessary under the Act and all other applicable laws.

In this connection, we are enclosing herewith the information as required under Regulation 30 of the SEBI Listing Regulations read with master circular bearing no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as **Annexure 1**.

This is for your information and record.

Thanking you,

Yours truly,
For NIIT Limited

Arpita Bisaria Malhotra
Company Secretary
& Compliance Officer

Annexure 1

Sr. No.	Particulars	Information		
1.	Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.	Name of the entity forming part of the amalgamation/ merger	Total Turnover for the year ended March 31, 2025 (INR In crores)	Net Worth as on March 31, 2025 (INR In crores)
		NIIT Limited (Amalgamated Company)	125.95	524.93
		NIIT Institute of Finance Banking and Insurance Training Limited (Amalgamating Company 1)	73.78	33.03
		RPS Consulting Private Limited (Amalgamating Company 2)	130.02	57.70
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>The Amalgamating Companies are wholly-owned subsidiaries of the Amalgamated Company and are therefore related parties to the Amalgamated Company. However, in view of the General Circular No. 30/2014 dated July 17, 2014 issued by Ministry of Corporate Affairs, the said transaction, being a scheme of amalgamation under the Act, does not attract the requirements of Section 188 of the Act.</p> <p>Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions relating to related party transactions are not applicable to transactions entered into between a holding company and its wholly owned subsidiary.</p>		
3.	Area of business of the entity(ies)	<ul style="list-style-type: none"> The Amalgamating Company 1 is focused on training and developing professionals for the Banking, Financial Services, and Insurance (BFSI) sector in India. The Amalgamating Company 2 is a leading enterprise learning services provider of training programs on emerging digital technologies for experienced technology professionals, specifically addressing the needs of Global Systems Integrators (GSIs) and Global Capability Centers (GCCs) of large multinational companies. The Amalgamated Company is a leading skills & talent development corporation, set up in 1981 to help the nascent IT industry overcome its human resource challenges. A pioneer in the IT and business skilling domain, the Amalgamated Company continues to lead the training and curriculum development in newer technologies such as AI, 		

		ML, Data Science etc. Over the years, the Company has expanded its offering to wide range of programs for technical and professional skills development for its enterprise customers across industries such as Banking, Finance, Retail, Technology and Manufacturing. The Amalgamated Company delivers a diverse range of learning and talent development programs to individuals and corporate learners in futuristic domains through its various businesses.
4.	Rationale for amalgamation/ merger	<p>(i) Simplified Structure & Governance and improved Agility: The amalgamation will simplify the corporate structure by reducing multiple legal entities, thereby enhancing transparency, enabling direct oversight by the Amalgamated Company's management, and improving agility to facilitate quicker decision-making aligned to the strategic goals of Amalgamated Company. Reduction in administrative complexity will transform the Amalgamated Company into a more efficient and effective organization.</p> <p>(ii) Cost and Compliance Efficiencies: The amalgamation will reduce administrative overheads, duplication of records, and legal and regulatory compliances, leading to substantial reduction of administrative cost. Further, release of management bandwidth is expected to help in driving value creation for stakeholders.</p> <p>(iii) Consolidation and Growth: The consolidation of the businesses of the Amalgamating Companies into the Amalgamated Company is expected to result in focused growth, operational efficiencies, and enhanced business synergies.</p> <p>(iv) Leveraging Complementary Strengths: The Amalgamating Companies and the Amalgamated Company have, over time, invested capital and developed distinct competencies. Their integration is expected to enable delivery of a more comprehensive suite of products and services to a combined customer base, thereby enhancing competitiveness in the market.</p> <p>(v) Access to Assets, Resources and Talent: The amalgamation is expected to provide access to a larger pool of financial resources, skilled personnel, and experienced management, thereby strengthening the ability to innovate and offer distinctive solutions in the marketplace. Further, consolidation is expected to facilitate seamless access to the assets including intangible assets, licenses, and intellectual property of each of the</p>

		Companies, resulting in operational synergies, and optimal utilization of resources and capital.
5.	In case of cash consideration – amount or otherwise share exchange ratio	The Amalgamating Company 1 and Amalgamating Company 2 are wholly owned subsidiaries of the Amalgamated Company. Upon the Scheme becoming effective, no shares of the Amalgamated Company shall be allotted in lieu or exchange of the shares of each of Amalgamating Company 1 and Amalgamating Company 2. The entire share capital of the each of Amalgamating Company 1 and Amalgamating Company 2 shall be cancelled and extinguished. The investments in the shares of the Amalgamating Company 1 and Amalgamating Company 2, appearing in the books of account of Amalgamated Company shall, without any further act or deed, stands cancelled.
6.	Brief details of change in shareholding pattern (if any) of listed entity	Since the Amalgamating Companies are wholly-owned subsidiaries of the Amalgamated Company and no shares will be issued under the Scheme; hence, the pre and post amalgamation shareholding pattern of the Amalgamated Company would remain the same.