

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 (w) and 27 contained in the Notes to Standalone Financial Statements forming part of Annual Financial Statements for the Financial Year ended on March 31, 2022 |
| 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 | 10.34 |

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>49.85</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>41.60</td><td>41.60</td></tr> <tr><td>Grant XIII**</td><td>52.15</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>83.30</td><td>83.30</td></tr> <tr><td>Grant XVII**</td><td>73.60</td><td>73.60</td></tr> <tr><td>Grant XVIII**</td><td>92.55</td><td>92.55</td></tr> <tr><td>Grant XIX**</td><td>88.85</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>96.15</td><td>96.15</td></tr> <tr><td>Grant XXII**</td><td>89.65</td><td>89.65</td></tr> <tr><td>Grant XXIII**</td><td>93.65</td><td>93.65</td></tr> <tr><td>Grant XXIV**</td><td>99.00</td><td>99.00</td></tr> <tr><td>Grant XXV**</td><td>94.40</td><td>94.40</td></tr> <tr><td>Grant XXVI**</td><td>127.65</td><td>127.65</td></tr> <tr><td>Grant XXVII**</td><td>174.20</td><td>174.20</td></tr> <tr><td>Grant XXVIII**</td><td>187.85</td><td>187.85</td></tr> <tr><td>Grant XXIX**</td><td>264.25</td><td>264.25</td></tr> <tr><td>Grant XXX**</td><td>310.20</td><td>310.20</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** | 49.85 | 49.85 | Grant XI** | 48.50 | 48.50 | Grant XII** | 41.60 | 41.60 | Grant XIII** | 52.15 | 52.15 | Grant XIV** | 75.65 | 75.65 | Grant XV** | 75.65 | 75.65 | Grant XVI** | 83.30 | 83.30 | Grant XVII** | 73.60 | 73.60 | Grant XVIII** | 92.55 | 92.55 | Grant XIX** | 88.85 | 88.85 | Grant XX** | 108.10 | 108.10 | Grant XXI** | 96.15 | 96.15 | Grant XXII** | 89.65 | 89.65 | Grant XXIII** | 93.65 | 93.65 | Grant XXIV** | 99.00 | 99.00 | Grant XXV** | 94.40 | 94.40 | Grant XXVI** | 127.65 | 127.65 | Grant XXVII** | 174.20 | 174.20 | Grant XXVIII** | 187.85 | 187.85 | Grant XXIX** | 264.25 | 264.25 | Grant XXX** | 310.20 | 310.20 |
| | 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** | 49.85 | 49.85 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XI** | 48.50 | 48.50 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XII** | 41.60 | 41.60 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XIII** | 52.15 | 52.15 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XIV** | 75.65 | 75.65 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XV** | 75.65 | 75.65 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XVI** | 83.30 | 83.30 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XVII** | 73.60 | 73.60 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XVIII** | 92.55 | 92.55 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XIX** | 88.85 | 88.85 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XX** | 108.10 | 108.10 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXI** | 96.15 | 96.15 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXII** | 89.65 | 89.65 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXIII** | 93.65 | 93.65 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXIV** | 99.00 | 99.00 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXV** | 94.40 | 94.40 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXVI** | 127.65 | 127.65 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXVII** | 174.20 | 174.20 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXVIII** | 187.85 | 187.85 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXIX** | 264.25 | 264.25 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Grant XXX** | 310.20 | 310.20 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| | | |
|----|--|---|
| | | #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. |
| 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. 27 contained in the Notes to Standalone Financial Statements forming part of financial statement for the financial year ended on March 31, 2022 for detailed disclosure.

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

| Particulars | Details |
|---|----------------|
| Number of options outstanding at the beginning of the period | 5,637,204 |
| Number of options granted during the year | 3,260,000 |
| Number of options forfeited / lapsed during the year | 311,047 |
| Number of options vested & exercisable during the year | 2,778,894 |
| Number of options exercised during the year | 1,397,263 |
| Number of shares arising as a result of exercise of options | 1,397,263 |
| Money realized by exercise of options (INR), if scheme is implemented directly by the company | 108,510,192.95 |
| Loan repaid by the Trust during the year from exercise price received | Not Applicable |
| Number of options outstanding at the end of the year | 7,188,894 |
| Number of options exercisable at the end of the year | 7,188,894 |

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 | 49.75 | 48.50 | 41.60 | 52.15 | 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 | 17.30 | 15.76 | 14.30 | 18.10 | 25.91 | 27.30 |

Note: *the prices are adjusted for the bonus and split

| Grant (Rs.) | XVI | XVII | XVIII | XIX | XX | XXI | XXII | XXIII | XXIV | XXV | XXVI | XXVII | XXVIII | XXIX | XXX |
|---------------------------------|-------|-------|-------|-------|--------|-------|-------|-------|-------|-------|--------|--------|--------|--------|--------|
| Weighted average exercise price | 83.30 | 73.60 | 92.55 | 88.85 | 108.10 | 96.15 | 89.65 | 93.65 | 99.00 | 94.40 | 127.65 | 174.20 | 187.85 | 264.25 | 310.20 |
| Weighted average fair value | 31.78 | 27.10 | 35.72 | 33.86 | 42.47 | 41.79 | 39.00 | 39.88 | 41.60 | 33.60 | 45.03 | 61.94 | 66.65 | 95.76 | 110.45 |

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: 10 No. of options granted during the year to such personnel: 1,250,000 <i>^Only summary given because of sensitive nature of information *includes directors (excluding promoter directors) and employees who are one level below the Board of Directors and senior employees directly reporting to CEO.</i> |
| 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:

- a) 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:
- For weighted-average values of share price and exercise price- please refer para V, provided hereinabove.
 - For expected volatility, expected option life, expected dividend, the risk-free interest rate- please refer note no 27 of standalone financial statement.
- b) the method used and the assumptions made to incorporate the effects of expected early exercise – Not Applicable
- c) 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.
- d) 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

Sd/-
Rajendra S Pawar
Chairman
DIN: 00042516

Place: Gurugram
Date: May 24, 2022