



**NIIT Limited**

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CIN: L74899HR1981PLC107123

www.niit.com

June 5, 2023

**The Manager  
BSE Limited**

Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001

**The Manager  
National Stock Exchange of India Limited**

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

**Subject: Adjustment of Exercise Price of NIIT Stock Options consequent to Composite Scheme of Arrangement  
Scrip Code: BSE – 500304; NSE – NIITLTD**

Dear Sir/Madam,

This is in continuation to our letter dated May 24, 2023 regarding effectiveness of the Composite Scheme of Arrangement between NIIT Limited ("Transferor Company/ the Company") and NIIT Learning Systems Limited ("Transferee Company") and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

Pursuant to the Scheme, all option holders holding stock options, already granted by the Company prior to the Effective Date to its employees (irrespective of whether they are employees of the Company or become employees of Transferee Company pursuant to this Scheme) under the NIIT ESOP Scheme 2005 (whether the options granted to such option holders are vested or not) shall be issued equivalent number of stock options (in the ratio - 1:1) by Transferee Company under its New ESOP Scheme (as explained in Scheme).

Further, the existing exercise price of the stock options for the option holders in the Transferor Company shall be determined by the Compensation Committee and/or Board of the Transferor Company, consequent to which the exercise price of the stock options of the Transferor Company shall stand adjusted and the balance of the exercise price shall become the exercise price of the stock options to be issued by the Transferee Company for all the existing option holders in both the Transferor Company and the Transferee Company.

Accordingly, upon the Scheme becoming effective, the existing exercise price of all the Stock Options for the option holders in the Company granted under NIIT ESOP 2005 has been adjusted between NIIT Limited and NIIT Learning Systems Limited, in terms of the Scheme, in the manner as below:

<b>Name of Company</b>	<b>New Exercise price</b>
NIIT Limited (the Transferor Company)	42.91% of original exercise price of the subject NIIT options
NIIT Learning Systems Limited (the Transferee Company)	57.09% of original exercise price of equivalent NIIT options
Total	100.00%

This is for your kind information and records.

Thanking you,

Yours truly,  
For **NIIT Limited**

**Arpita Bisaria Malhotra  
Company Secretary &  
Compliance Officer**