

February 21, 2020

The Secretary
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051.

Scrip Code: 532541

NIITTECH

Dear Sir,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015

Pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, we wish to inform to you that the Board of Directors have today approved the amendments to the Company's NIIT Technologies Limited Employee Stock Options Plan 2005 ('ESOP 2005') as specified below, subject to the approval of the shareholders by way of a postal ballot in terms of SEBI (Share Based Employee Benefits) Regulations, 2014, and subject to such other approvals, permissions and sanctions as may be necessary from time to time:

- a. Definition of compensation committee has been amended to include Nomination and Remuneration Committee and the term Fair value of shares has been defined;
- b. The ceiling limit on the number of options which can be granted under the Plan has been increased by 9,00,000 Employee Stock Options. Each option is exercisable for one (1) equity share of face value of Rs.10.
- c. The maximum number of options that may be granted to any specific Employee has been aligned with the permissible limit under the applicable SEBI guidelines and the Companies Act, 2013.
- d. The vesting period has been increased from maximum period of 5 years from the date of grant of options to maximum period of 7 years from the date of grant of options.
- e. In case of separation of employee due to resignation or termination of services (other than abandonment of employment or due to misconduct or breach of policy by employee) the exercisable period for all vested options as on the last working day or date of termination of service, by the employee has been extended from 3 months to 7 months from the last working date or termination date, as the case may be.

- f. In the event the employee is transferred or deputed to an associate company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed Option Grantee even after the transfer or deputation.
- g. In the event of separation of an option grantee from the employment due to any other reason (other than death, permanent incapacity, normal retirement, resignation or termination) the exercise period has been extended from 3 months to 7 months from the date of separation.
- h. It has been clarified that certain tax provisions will be applicable to employees that are subject to the provisions of the U.S. Internal Revenue Code instead of option grantees based in USA.

All other terms of ESOP 2005 shall remain unchanged. The Postal Ballot Notice and other relevant information/documents will be submitted to you in due course.

You are requested to take note of the same and arrange to bring this to the notice of all concerned.

Thanking you.

For NIIT Technologies Limited



Lalit Kumar Sharma
Company Secretary and Legal Counsel