



**NIIT Limited**

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June 2, 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: Apportionment of Cost of Acquisition of Equity Shares consequent upon demerger**

**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”).

Please find enclosed communication for the attention of the shareholders of NIIT Limited for apportionment of Cost of Acquisition of Equity Shares of NIIT Limited and NIIT Learning Systems Limited pursuant to the Scheme.

This communication is issued as general guidance for the shareholders for computing the proportionate cost of acquisition of the Equity Shares of NIIT Learning Systems Limited vis-à-vis the cost of acquisition of the Original Equity Shares of NIIT Limited for arriving at Capital gains/Loss as per the provisions of the Income Tax Act, 1961 upon sale of such Equity Shares. Section 49(2C) & (2D) of the Income Tax Act, 1961, provides for the manner of Computation of the Cost of Acquisition of such Equity Shares.

The above is for your kind information and records.

Thanking you,

Yours truly,  
For **NIIT Limited**

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

**FOR THE ATTENTION OF SHAREHOLDERS OF NIIT LIMITED**

**Subject: Apportionment of Cost of Acquisition of Equity Shares of NIIT Limited and NIIT Learning Systems Limited, pursuant to the Composite Scheme of Arrangement in relation to Transfer and Vesting of the CLG Business Undertaking from NIIT Limited into NIIT Learning Systems Limited**

1. We are pleased to inform that 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”), involving transfer and vesting of the CLG Business Undertaking of the Transferor Company to and in the Transferee Company (“demerger”) has been duly approved by the Hon’ble National Company Law Tribunal, Chandigarh Bench (NCLT) vide its order dated May 19, 2023 (“Order”).

The Scheme become effective on May 24, 2023, after filing of certified copy of the Order with the Registrar of Companies, NCT of Delhi and Haryana.

2. Pursuant to the Order, upon Scheme becoming effective, for every 1 (one) equity share of the Transferor Company of face value of INR. 2 each held in the Transferor Company as on Record Date (i.e. June 08, 2023), every equity shareholder of the Transferor Company, shall without any application, act or deed, be entitled to receive 1 (one) equity share of face value INR 2 each of the Transferee Company, credited as fully paid up on the same terms and conditions of issue as prevalent in the Transferor Company.
3. The above mentioned demerger as envisaged under Part IV of the Scheme satisfies all conditions relating to “demerger” as defined under Section 2(19AA), Section 47 and other relevant sections and provisions of the Income Tax Act, 1961 (“IT Act”) and hence, the demerger is tax neutral in the hands of shareholders of Transferor Company under the IT Act in view of the exemption granted under Section 47(vii) of the IT Act.
4. Accordingly, for the purposes of the IT Act, the Transferee Company has been advised that for the shareholder who holds the shares of Transferor Company as ‘Capital Asset’:
  - (a) the date of acquisition of the Equity Shares of Transferee Company received by the shareholders of Transferor Company will be the date of acquisition of the original shares of Transferor Company as per Clause (g) of Explanation 1 to Section 2(42A) of the IT Act;
  - (b) manner of computation of the Cost of Acquisition of shares of Transferor Company and Transferee Company, is given hereunder, in accordance with the provisions of Section 49(2C) & (2D) of the IT Act.

**I. Cost of Equity Shares of Transferee Company (Section 49(2C))**

The cost of acquisition of the shares in the Transferee Company shall be the amount which bears to the cost of acquisition of shares held by the shareholder/assessee in the Transferor Company in the same proportion as the net book value of the assets transferred in a demerger bears to the net worth of the Transferor Company immediately before such demerger.

**II. Cost of Equity Shares of Transferor Company (Section 49(2D))**

The cost of acquisition of the original shares held by the shareholder in the Transferor Company shall be deemed to have been reduced by the amount as so arrived at under Section 49(2C) of IT Act as referred to in para I above.

5. For the purpose of determining the post demerger cost of acquisition of Equity Shares of the Transferor Company and the Transferee Company under the Scheme, you are advised to apportion your pre demerger cost of acquisition of shares in Transferor Company in the following manner:

<b>Name of Company</b>	<b>Percentage of Cost of Acquisition of equity shares in Transferor Company and Transferee Company</b>
NIIT Limited (the Transferor Company)	42.91%
NIIT Learning Systems Limited (the Transferee Company)	57.09%
Total	100.00%

*Please note that this communication is merely for general guidance to the shareholders and should not be construed as a substitute for any independent opinion that shareholders may obtain. Shareholders are advised to consult their own consultants to understand specific tax implications, in their respective cases. The concerned regulatory, statutory or judicial authority including the Assessing Officer/appropriate appellate authority could take a different view. The company takes no express or implied liability in relation to this guidance.*

Further if there is any change in laws having retrospective effect in regulations, the comments expressed in the communication would necessarily have to be re-evaluated in light of such changes. The Company does not undertake any responsibility for updating this communication any time in future.

For more information, please contact at [investors@niit.com](mailto:investors@niit.com).