

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

| | | | |
|---|---|--|--|
| Name of the Target Company (TC) | NIIT Learning Systems Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Refer Annexure | | |
| Whether the acquirer belongs to Promoter/Promoter group | Yes | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited National Stock Exchange of India Limited | | |
| Details of the acquisition as follows | Number | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| <p>Before the acquisition under consideration, holding of acquirer along with PACs of:</p> <p>a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) e) Total (a+b+c+d)</p> | Refer Annexure | | |
| <p>Details of acquisition</p> <p>a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+/-d)</p> | Refer Annexure | | |

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|--|--|
| <p>After the acquisition, holding of acquirer along with PACs of:</p> <ul style="list-style-type: none"> a) Shares carrying voting rights b) VRs otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+d) | <p>Refer Annexure</p> |
| <p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)</p> | <p>Pursuant to Para 7.1. of the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 as approved by the Hon'ble National Company Law Tribunal ("NCLT") Chandigarh Bench, vide its Order dated May 19, 2023, NIIT Learning Systems Limited has issued equity shares to the equity shareholders of NIIT Limited on June 12, 2023 in the ratio of 1:1 (i.e. one equity share of NIIT Learning Systems Limited for every equity share held in NIIT Limited). The trading for shares of NIIT Learning Systems Limited commenced from August 8, 2023.</p> |
| <p>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.</p> | <p>NA</p> |
| <p>Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.</p> | <p>August 8, 2023 (date of listing) (See Note)</p> |
| <p>Equity share capital / total voting capital of the TC before the said acquisition</p> | <p>Pursuant to para 3 and 8.2 of Composite Scheme, the entire existing equity paid-up share capital of NIIT Learning Systems Limited held by NIIT Limited (including its 6 nominees) stand reduced and cancelled pursuant to Section 66 and other applicable provisions of the Act.</p> |

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|---|--|
| Equity share capital/ total voting capital of the TC after the said acquisition | Rs.269,228,720 dividend into 134,614,360 equity shares of Rs. 2/- each |
| Total diluted share/voting capital of the TC after the said acquisition | Rs.269,228,720 dividend into 134,614,360 equity shares of Rs. 2/- each |

Part-B***



Vijay Kumar Thadani
Place : Gurgaon
Date : August 9, 2023

Note :

Pursuant to Para 7.1. of the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 as approved by the Hon'ble National Company Law Tribunal ('NCLT') Chandigarh Bench, vide its Order dated May 19, 2023, NIIT Learning Systems Limited has issued equity shares to the equity shareholders of NIIT Limited on June 12, 2023 in the ratio of 1:1 (i.e. one equity share of NIIT Learning Systems Limited for every equity share held in NIIT Limited). The trading for shares of NIIT Learning Systems Limited commenced from August 8, 2023.

Annexure

| S. No. | Name of the Shareholder | Shareholding before acquisition/disposal | | Acquisition/Disposal | | Shareholding after acquisition/disposal | |
|--------|--|--|-------------------|----------------------|-------------------|---|-------------------|
| | | No. of shares held | % of shareholding | No. of shares held | % of shareholding | No. of shares held | % of shareholding |
| 1. | Rajendra Singh Pawar and Neeti Pawar | - | - | 155000 | 0.12 | 155000 | 0.12 |
| 2. | Rajendra Singh Pawar as Trustee of Pawar Family Trust | - | - | 22445644 | 16.67 | 22445644 | 16.67 |
| 3. | Neeti Pawar and Rajendra Singh Pawar | - | - | 427326 | 0.32 | 427326 | 0.32 |
| 4. | Urvashi Pawar | - | - | 56250 | 0.04 | 56250 | 0.04 |
| 5. | Unnati Pawar | - | - | 56242 | 0.04 | 56242 | 0.04 |
| 6. | Udai Pawar | - | - | 7500 | 0.01 | 7500 | 0.01 |
| 7. | Pawar & Family HUF | - | - | 2527 | 0.00 | 2527 | 0.00 |
| 8. | Renu Kanwar and Vandana Katoch | - | - | 2339 | 0.00 | 2339 | 0.00 |
| 9. | Santosh Dogra | - | - | 1687 | 0.00 | 1687 | 0.00 |
| 10. | Janki Jamwal and Neeti Pawar | - | - | 652 | 0.00 | 652 | 0.00 |
| 11. | Janki Jamwal and Pramod Singh Jamwal | - | - | 562 | 0.00 | 562 | 0.00 |
| 12. | Janki Jamwal and Keerti Katoch | - | - | 562 | 0.00 | 562 | 0.00 |
| 13. | Pace Industries Pvt Ltd | - | - | 0 | 0 | 0 | 0 |
| 14. | Vijay Kumar Thadani and Renuka Vijay Thadani | - | - | 155000 | 0.12 | 155000 | 0.12 |
| 15. | Vijay Kumar Thadani as Trustee of Thadani Family Trust | - | - | 22994229 | 17.08 | 22994229 | 17.08 |
| 16. | Renuka Vijay Thadani and Vijay Kumar Thadani | - | - | 1000 | 0.00 | 1000 | 0.00 |
| 17. | Thadani & Family HUF | - | - | 2527 | 0.00 | 2527 | 0.00 |
| 18. | Rasina Uberoi | - | - | 15464 | 0.01 | 15464 | 0.01 |
| 19. | Rubika Vinod Chablani | - | - | 1687 | 0.00 | 1687 | 0.00 |
| 20. | Global Solutions Pvt Ltd | - | - | 0 | 0 | 0 | 0 |
| 21. | Arvind Thakur | - | - | 566829 | 0.42 | 566829 | 0.42 |
| 22. | Kailash K Singh and Yogesh Singh | - | - | 750 | 0.00 | 750 | 0.00 |