



NIIT Limited

Registered Office:
Plot No 85, Sector 32,
Institutional Area,
Gurugram 122 001,
(Haryana) India
Tel: +91 (124) 4293000
Fax: +91 (124) 4293333
Email: info@niit.com

CIN: L74899HR1981PLC107123

www.niit.com

July 26, 2023

BSE Limited

Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

National Stock Exchange Limited

Listing Department
Exchange Plaza
5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai-400051

Scrip Code: BSE-500304 NSE-NIITLTD

Dear Sir,

Subject: Disclosure by NIIT Learning Systems Limited under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

We had earlier intimated vide our letter dated May 24, 2023 that the Composite Scheme of Arrangement between NIIT Limited ("Transferor Company/ the Company/ NIIT") and NIIT Learning Systems Limited ("NLSL" / "Transferee Company") and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 become effective on May 24, 2023, as approved by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("NCLT"/"Tribunal") vide its order dated May 19, 2023 ("Order"). Consequently, the erstwhile CLG Business undertaking of the Company was transferred to NLSL from the Appointed Date i.e., April 1, 2022. Further, the shareholders of NIIT on the Record Date (June 8, 2023) have been allotted shares of NLSL. NLSL shares shall be listed separately on BSE/NSE after completion of customary actions.

NLSL has provided the attached Disclosure for dissemination to the Stock Exchanges and the investors, since its listing is awaited.

This is for your information and record purpose only.

For NIIT Limited

Arpita Bisaria Malhotra
Company Secretary &
Compliance Officer



MANAGED
TRAINING
SERVICES

Infocity, A-24, Sector 34
Gurugram 122 001, Haryana, India
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July 26, 2023

**The Manager
BSE Limited**

Corporate Relationship Department,
1st 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
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

**Subject: Disclosure under Regulation 30 of the Securities Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulation, 2015
Scrip Code: *Listing awaited, post Scheme of Arrangement***

Dear Sir,

In terms of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') read with Part A of Schedule III of Listing Regulations, we would like to inform that NIIT (Ireland) Limited, a wholly owned subsidiary company of NIIT Learning Systems Limited has invested Euro 3 million in Preferred Shares of KIC InnoEnergy, SE ("EIT InnoEnergy").

Disclosure in requisite format in terms of Regulation 30 of Listing Regulations is enclosed herewith and marked as 'Annexure A'.

This is for your information and record purpose.

Thanking you,

Yours truly,
For **NIIT Learning Systems Limited**

**Deepak Bansal
Company Secretary &
Compliance Officer**

NIIT Learning Systems Limited

(Formerly MindChampion Learning Systems Limited)

Registered Office: Plot No. 85, Sector 32, Institutional Area,
Gurugram 122 001, Haryana, India | Tel: +91 (124) 4293000 | CIN: U72200HR 2001 PLC 099478

Annexure – A

Disclosure of Acquisition (including agreement to acquire) in terms of Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**Listing Regulations**”) read with Schedule III of the Listing Regulations.

a)	Name of the Target Entity, details in brief such as size, turnover etc.	<p>KIC InnoEnergy, SE (“EIT InnoEnergy”)</p> <p>EIT InnoEnergy was established in 2010 and is supported by the European Institute of Innovation and Technology (EIT), a body of the European Union (EU). EIT InnoEnergy operates at the centre of the energy transition and is the leading innovation engine in sustainable energy, bringing the technology and skills required to accelerate the energy transition and progress towards global decarbonisation efforts.</p> <p>EIT InnoEnergy is ranked as Europe's top impact investor in cleantech in 2022, named in 2023 as a top 10 active deep tech investor by Sifted, and is recognised globally as the most active sustainable energy investor. EIT InnoEnergy backs innovations across a range of areas including energy storage, transport and mobility, renewables and sustainable buildings and cities – leveraging its trusted ecosystem of partners and shareholders.</p> <p>EIT InnoEnergy had a Net Income of Euro 112.96 million for the financial year ended December 31, 2022.</p>
b)	Whether the acquisition/investment would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”.	No
c)	Industry to which the Target Entity belongs.	Sustainable Energy / Education & Training



d)	Objects and effect of acquisition/investment (including but not limited to, disclosure of reasons for acquisition/ of, investment in the target entity, if the business is outside the main line of business of the listed entity)	<p>NIIT (Ireland) Limited, a wholly owned subsidiary company of NIIT Learning Systems Limited (“the Company”/ “NLSL”/ “NIIT MTS”) has invested Euro 3 million in Preferred Shares of KIC InnoEnergy, SE (“EIT InnoEnergy”) (the “Investment”)</p> <p>Earlier this year, EIT InnoEnergy had selected NIIT MTS as a strategic partner of the EIT InnoEnergy Skills Institute. This partnership capitalizes on NLSL's global reach and robust infrastructure, enabling the rapid deployment of services and accelerating training initiatives across Europe, Asia, and North America. NLSL will also spearhead the go-to-market program, expanding the offering to a diverse range of industries and companies across the global green energy value chain. Additionally, NLSL will establish and manage a network of local training partners in multiple countries, further expediting adoption and impact.</p> <p>The transition to net zero presents the century's most significant opportunity, triggering an unprecedented demand for talent and skills worldwide. To realise this ambitious goal, up to 18 million workers will require retraining globally. For instance, the number of solar PV jobs is projected to quadruple between 2015 and 2030. This strategic investment strengthens the partnership between EIT InnoEnergy and NLSL, providing opportunities for close collaboration in addressing the challenges and seizing the immense potential of decarbonisation.</p>
e)	Brief details of any governmental or regulatory approvals required for the acquisition/ investment.	No Government or Regulatory approval is required for the acquisition.
f)	Indicative time period for completion of the acquisition/ investment.	The Investment has been completed.
g)	Nature of consideration - whether cash consideration or share swap and details of the same.	The consideration for the acquisition was paid in Cash
h)	Cost of acquisition or the price at which shares are acquired.	Euro 3 million



i)	Percentage of shareholding / control acquired and / or number of shares acquired.	<p>EIT InnoEnergy has issued 122,200 Preferred Shares to NIIT (Ireland) Limited.</p> <p>Subject to certain conditions these are convertible into ordinary shares of EIT InnoEnergy, amounting to 0.32% shareholding of EIT InnoEnergy on a fully diluted basis, before the next round of funding.</p>								
j)	Brief background about the entity acquired in terms of product / line of business acquired, date of incorporation, history of last three years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>EIT InnoEnergy was established in 2010 and is supported by the European Institute of Innovation and Technology (EIT), a body of the European Union (EU) independent EU body set up in 2008 to drive innovation and entrepreneurship across Europe. EIT InnoEnergy operates at the centre of the energy transition and is the leading innovation engine in sustainable energy, bringing the technology and skills required to accelerate the energy transition and, progress towards global decarbonisation efforts.</p> <p>EIT InnoEnergy is ranked as Europe's top impact investor in cleantech in 2022, named in 2023 as a top 10 active deep tech investor by Sifted, and is recognised globally as the most active sustainable energy investor. EIT InnoEnergy backs innovations across a range of areas including energy storage, transport and mobility, renewables and sustainable buildings and cities – leveraging its trusted ecosystem of partners and shareholders.</p> <p>The Net Income of EIT InnoEnergy for last three years is given below:</p> <table border="1" data-bbox="813 1352 1398 1524"> <thead> <tr> <th>Financial year ended</th> <th>Net Income (in Euro million)</th> </tr> </thead> <tbody> <tr> <td>December 31, 2022</td> <td>112.96</td> </tr> <tr> <td>December 31, 2021</td> <td>104.07</td> </tr> <tr> <td>December 31, 2020</td> <td>31.70</td> </tr> </tbody> </table>	Financial year ended	Net Income (in Euro million)	December 31, 2022	112.96	December 31, 2021	104.07	December 31, 2020	31.70
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December 31, 2022	112.96									
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