



NIIT Limited

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CIN: L74899DL1981PLC015865

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June 4, 2021

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

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

Scrip Code: BSE-500304 NSE- NIITLTD

Dear Sir,

We wish to inform you that the NIIT (USA) Inc., USA ("NIIT USA") is a wholly owned subsidiary of NIIT Limited and Eagle International Institute, Inc., USA ("Eagle") is a wholly owned subsidiary of NIIT USA. The board of directors of NIIT USA and Eagle have approved the merger of Eagle with NIIT USA w.e.f. July 1, 2021 in accordance with the applicable laws.

The Board of Directors of the Company at its meeting held on June 4, 2021, has approved the proposed merger as a shareholder of NIIT USA.

In this regard, please find disclosures containing details of the proposed merger pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations") read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, in "Annexure A".

This is for your information and record purpose only.

For NIIT Limited

Deepak Bansal
Company Secretary & Compliance Officer

Disclosure 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 entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>NIIT (USA) Inc {“the Amalgamated Company”} is a wholly owned direct subsidiary of NIIT Limited {“the Company”}. Revenue of the Amalgamated Company for financial year ended March 31, 2021: USD 59.09 mn</p> <p>Eagle International Institute, Inc., USA {“the Amalgamating Company”}, is a wholly owned direct subsidiary of NIIT (USA) Inc., USA {“the Amalgamated Company”}. Revenue of the Amalgamating Company for financial year ended March 31, 2021: USD 7.71 mn.</p>
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length.	It is a merger of wholly owned step-down subsidiary with the wholly owned direct subsidiary of the Company. All assets and liabilities of Amalgamating Company shall stand vested and transferred into the Amalgamated Company.
c)	Area of business of the entity(ies)	<p>Amalgamated Company is primarily engaged in providing Corporate Learning Solutions to large corporate across multiple industries including Life Sciences.</p> <p>Amalgamating company provides training solutions for companies adopting sophisticated cloud based applications in the Pharmaceutical and Life Sciences industry.</p>
d)	Rationale for merger	<ul style="list-style-type: none"> • Strengthen NIIT’s Life Sciences Practice • Further integrate Go-to market, Account Management across common customers, which is expected to help convert more Eagle customers into MTS customers, increase share of wallet of Amalgamated Company • Optimize resources to improve operational efficiency • Reduce complexity and simplify entity structure for reduction in administrative overheads, given ongoing integration activities <p>Merger shall be effective from July 1, 2021</p>
e)	In case of cash consideration – amount or otherwise share exchange ratio.	<p>No cash consideration /share exchange ratio applicable.</p> <p>All assets & Liabilities of Amalgamating Company shall become assets & liabilities of Amalgamated Company, including shareholding /investment of Amalgamating Company in its wholly owned subsidiary – Eagle Training Spain, S.L.</p> <p>Post merger, Amalgamated Company shall become direct holding company of Eagle Training Spain, S.L.</p>
f)	Brief details of change in shareholding pattern (if any) of listed entity.	Not applicable, since this is merger of wholly owned step-down subsidiary with the wholly owned subsidiary of the Company at U.S.A.