

**NIIT Limited**

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Registered Office:
8, Balaji Estate, First Floor
Guru Ravi Das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1961PLC015865

December 12, 2016

BSE Limited

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

National Stock Exchange Limited www.nse.com

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

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 wish to inform you that NIIT Limited ("Company") has entered into a share purchase agreement dated December 12, 2016, *inter alia*, with National Skill Development Corporation ("NSDC"), in terms of which Company has agreed to acquire 23,13,240 equity shares of NIIT Yuva Jyoti Limited ("NYJL") having face value of Rs. 10/- (Rupees Ten Only) each constituting 10% of the aggregate issued and paid-up share capital of NYJL from NSDC for an aggregate cash consideration of Rs. 28,508,139/-.

The Company is already holding 90% of the aggregate issued and paid up share capital of the NYJL and post aforesaid acquisition, NYJL will become a wholly owned subsidiary of the Company.

This is in line with the revised working arrangement agreed between NYJL & NSDC. NIIT's Digital Transformation initiative using an asset light strategy has resulted in lower project costs and NYJL will therefore not be seeking further financial assistance from NSDC for this venture.

NIIT & NYJL will continue to partner with NSDC to develop skilled workforce across multiple sectors.

Necessary 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 only.

For NIIT Limited

Deepak Bansal
Company Secretary & Compliance Officer

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>Name of Target Company:</p> <p>NIIT Yuva Jyoti Limited, a company incorporated under the provisions of Companies Act, 1956 with CIN U80904DL2011PLC219784 and having its registered office at 8, Balaji Estate, Guru Ravi Das Marg, First Floor, Kalkaji, new Delhi-110019 ("NYJL")</p> <p>As per the audited financial statement of NYJL for the financial year ended March 31, 2016, the gross turnover of the NYJL was Rs.122,163,060 and net loss was (42,405,569).</p>
b)	Whether the acquisition 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 entity being acquired belongs.	Skill Building across India
d)	Objects and effect of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity)	<p>Before acquisition, Company was holding 90% of the aggregate issued and paid up share capital of NYJL.</p> <p>Now, as a strategic business decision, Company has entered into a share purchase agreement to acquire remaining 10% of the aggregate issued and paid up share capital of NYJL and accordingly NYJL will become a wholly owned subsidiary of the Company.</p>
e)	Brief details of any governmental or regulatory approvals required for the acquisition.	No Government or Regulatory approval is required for the acquisition.
f)	Indicative time period for completion of the acquisition.	Immediately
g)	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash Consideration

h)	Cost of acquisition or the price at which shares are acquired.	Rs. 28,508,139/-.								
i)	Percentage of shareholding / control acquired and / or number of shares acquired.	<p>Before acquisition, Company was holding 90% of the aggregate issued and paid up share capital of NYJL.</p> <p>Post-acquisition, Company will hold 100% of the aggregate issued and paid up share capital of NYJL and accordingly, NYJL will become a wholly owned subsidiary of the Company.</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>NYJL is a company incorporated under the provisions of Companies Act, 1956 on 25/05/2011 and is engaged in the business of skill building across India.</p> <p>The Turnover of NYJL for last three years are mentioned as below:</p> <table border="1" data-bbox="995 1122 1369 1283"> <thead> <tr> <th>Financial year ended</th> <th>Turnover (in Rs.)</th> </tr> </thead> <tbody> <tr> <td>March 31, 2014</td> <td>32,295,965</td> </tr> <tr> <td>March 31, 2015</td> <td>20,436,379</td> </tr> <tr> <td>March 31, 2016</td> <td>122,163,060</td> </tr> </tbody> </table>	Financial year ended	Turnover (in Rs.)	March 31, 2014	32,295,965	March 31, 2015	20,436,379	March 31, 2016	122,163,060
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