

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

Part A – Details of 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	Acquirers - Massachusetts Institute of Technology ("MIT") 238 Plan Associates LLC ("238 Plan")		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	The National Stock Exchange of India Limited BSE 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 (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
a. MIT	0	0.00%	0.00%
b. 238 Plan	0	0.00%	0.00%
b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	NA	NA	NA
c) Voting rights (VR) otherwise than by equity shares	NA	NA	NA
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)	NA	NA	NA
e) Total (a+b+c+d)	0	0.00%	0.00%
Details of acquisition			
a) Shares carrying voting rights acquired			
a. MIT	7,741,830	5.75%	5.75%
b. 238 Plan	1,017,644	0.76%	0.76%
b) VRs acquired otherwise than by equity shares	NA	NA	NA

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) acquired	NA	NA	NA
d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	NA	NA	NA
e) Total (a+b+c+/-d)	8,759,474	6.51%	6.51%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
a. MIT	7,741,830	5.75%	5.75%
b. 238 Plan	1,017,644	0.76%	0.76%
b) VRs otherwise than by equity shares	NA	NA	NA
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	NA	NA	NA
d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	NA	NA	NA
e) Total (a+b+c+d)	8,759,474	6.51%	6.51%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se Transfer/encumbrance, etc.)	Acquisition pursuant to a composite scheme of arrangement between NIIT Limited and NIIT Learning Systems Limited and their respective shareholders and creditors approved by the jurisdictional National Company Law Tribunal ("Scheme").		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
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.	8 August 2023***		
Equity share capital / total voting capital of the TC before the said acquisition	134,614,360 equity shares of face value INR 2 each, amounting to INR 269,228,720		
Equity share capital / total voting capital of the TC after the said acquisition	134,614,360 equity shares of face value INR 2 each, amounting to INR 269,228,720		
Total diluted share / voting capital of the TC after the said acquisition	134,614,360 equity shares of face value INR 2 each, amounting to INR 269,228,720		

Part-B******Name of the Target Company:** NIIT Learning Systems Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Massachusetts Institute of Technology (Acquirer)	No	
238 Plan Associates LLC (Acquirer)	No	

(*) Total share capital / voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) 8 August 2023 is the date of trading approval. For completeness, pursuant to the Scheme, the shares were allotted on 12 June 2023.

(****) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

For MASSACHUSETTS INSTITUTE OF TECHNOLOGY**For 238 PLAN ASSOCIATES LLC**

DocuSigned by:



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Seth Alexander

President, MIT Investment Management Company,
Authorized Signatory

DocuSigned by:



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Seth Alexander

President

Place : Cambridge, MA USA

Date : 9 August 2023