

NIMF/14/08/2023

August 8, 2023

**National Stock Exchange of India Limited  
Listing Department**

Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Bombay Stock Exchange Limited  
Corporate Service Department**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Sir / Madam,

**Sub: Disclosure pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

This is to inform you that, pursuant to Scheme of Arrangement between NIIT Learning Systems Limited and NIIT Limited, Nippon India Mutual Fund was allotted shares in NIIT Learning Systems Limited, which resulted in overall increase in holding percentage of Nippon Life India Trustee Limited through various scheme(s) of Nippon India Mutual Fund in NIIT Learning Systems Limited without executing any purchase transaction.

The requisite disclosure in terms of Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is attached herewith.

Kindly acknowledge the receipt hereof.

Yours truly,

**For Nippon Life India Asset Management Limited**



**Authorised Signatory**

**C.C.**

**The Company Secretary,  
M/s. NIIT LEARNING SYSTEMS LIMITED**

Plot No. 85 Sector 32,  
Institutional Area,  
Gurugram, Gurgaon  
Haryana - 122001  
Phone: 4293000  
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**Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

|                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                           |                                                                |                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------|
| 1. Name of the Target Company (TC)                                                                                                                                                | <b>NIIT LEARNING SYSTEMS LIMITED</b>                                                                                                                                                                                                                                                                                      |                                                                |                                                               |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                  | Nippon Life India Trustee Limited A/c through various schemes of Nippon India Mutual Fund<br><b>Contact Address:</b><br><b>Nippon India Mutual Fund</b><br>4th Floor, Tower A, Peninsula Business Park, Ganapatrao Kadam Marg, Lower Parel (W), Mumbai - 400 013.<br>Tel No. +91 22 6808 7000<br>Fax No. +91 22 6808 7097 |                                                                |                                                               |
| 3. Whether the acquirer belongs to Promoter/Promoter group                                                                                                                        | No                                                                                                                                                                                                                                                                                                                        |                                                                |                                                               |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                             | The National Stock Exchange of India Ltd<br>BSE Limited                                                                                                                                                                                                                                                                   |                                                                |                                                               |
| 5. 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 (**) |
| <b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>                                                                                        |                                                                                                                                                                                                                                                                                                                           |                                                                |                                                               |
| a) Shares carrying voting rights                                                                                                                                                  | NIL                                                                                                                                                                                                                                                                                                                       | NIL                                                            | NIL                                                           |
| 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)          | -                                                                                                                                                                                                                                                                                                                         | -                                                              | -                                                             |
| <b>Total (a+b+c+d)</b>                                                                                                                                                            | <b>NIL</b>                                                                                                                                                                                                                                                                                                                | <b>NIL</b>                                                     | <b>NIL</b>                                                    |
| <b>Details of acquisition</b>                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                           |                                                                |                                                               |
| a) Shares carrying voting rights acquired                                                                                                                                         | Not Applicable                                                                                                                                                                                                                                                                                                            | Not Applicable                                                 | Not Applicable                                                |
| b) VRs acquired 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) acquired | -                                                                                                                                                                                                                                                                                                                         | -                                                              | -                                                             |
| d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)                                                                                            | -                                                                                                                                                                                                                                                                                                                         | -                                                              | -                                                             |
| <b>Total (a+b+c+d)</b>                                                                                                                                                            | <b>-</b>                                                                                                                                                                                                                                                                                                                  | <b>-</b>                                                       | <b>-</b>                                                      |
| <b>After the acquisition, holding of acquirer along with PACs of:</b>                                                                                                             | 1,11,11,066                                                                                                                                                                                                                                                                                                               | 8.2540                                                         | 8.2540                                                        |

|                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                       |               |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------|
| a) Shares carrying voting rights acquired                                                                                                                                                                    | -                                                                                                                                                                                                                                                                                                                                                                                                     | -             | -             |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking / others) Shares pledged with the acquirer                                                                                     | -                                                                                                                                                                                                                                                                                                                                                                                                     | -             | -             |
| c) VRs 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) after acquisition               | -                                                                                                                                                                                                                                                                                                                                                                                                     | -             | -             |
| <b>Total (a+b+c+d)</b>                                                                                                                                                                                       | <b>1,11,11,066</b>                                                                                                                                                                                                                                                                                                                                                                                    | <b>8.2540</b> | <b>8.2540</b> |
| 6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)                                                                       | Due to Scheme of Arrangement between NIIT Learning Systems Limited and NIIT Limited , Nippon India Mutual Fund was allotted shares in NIIT Learning Systems Limited, which resulted in overall increase in holding percentage of Nippon Life India Trustee Limited through various scheme(s) of Nippon India Mutual Fund in NIIT Learning Systems Limited without executing any purchase transaction. |               |               |
| 7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.                                                                   | NA                                                                                                                                                                                                                                                                                                                                                                                                    |               |               |
| 8. Date of acquisition <del>of/ date of receipt of intimation of allotment of shares A/R/ warrants/convertible securities/any other instrument</del> that entitles the acquirer to receive shares in the TC. | Shares allotted on June 12, 2023 pursuant to Scheme of Arrangement between between NIIT Learning Systems Limited and NIIT Limited .                                                                                                                                                                                                                                                                   |               |               |
| 9. Equity share capital / total voting capital of the TC before the said acquisition                                                                                                                         | Rs. 26,92,28,720/- (13,46,14,360 shares at the face value of Re.1 per share)                                                                                                                                                                                                                                                                                                                          |               |               |
| 10. Equity share capital/ total voting capital of the TC after the said acquisition                                                                                                                          | Rs. 26,92,28,720/- (13,46,14,360 shares at the face value of Re.1 per share)                                                                                                                                                                                                                                                                                                                          |               |               |
| 11. Total diluted share/voting capital of the TC after the said acquisition                                                                                                                                  | Rs. 26,92,28,720/- (13,46,14,360 shares at the face value of Re.1 per share)                                                                                                                                                                                                                                                                                                                          |               |               |

#### 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 |
| Nippon India Mutual Fund                                                      | No                                                       |                                  |

#### Signature of Authorized Signatory



#### Authorised Signatory

Place: Mumbai

Date: August 8, 2023