



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

November 10, 2022

**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 Ltd**

Listing Department
Exchange Plaza
5th Floor, Plot no C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

Subject: Presentation made to the Investors and recording of Investors Call – November 10, 2022

Scrip Code: BSE – 500304; NSE – NIITLTD

Dear Sir,

This is pursuant to the requirement of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation to our intimation dated November 09, 2022 regarding investors call on November 10, 2022, on acquisition of St. Charles Consulting Group, which was completed on November 4, 2022, please find enclosed herewith the presentation made to the Investors during the investors call.

The copy of presentation and recording of the aforesaid investors call are available on our website and can be accessed through below mentioned link:
<https://www.niit.com/india/training/investors/Pages/Acquisition-of-St-Charles-Consulting-Group-2022.aspx>

This is for your information and records.

Thanking you,
Yours sincerely,
For **NIIT Limited**

Deepak Bansal
Company Secretary &
Compliance Officer

Encls : a/a

OUR TIME IS
now



Acquisition of St Charles Consulting Group

November 2022



St. Charles Consulting Group: Overview

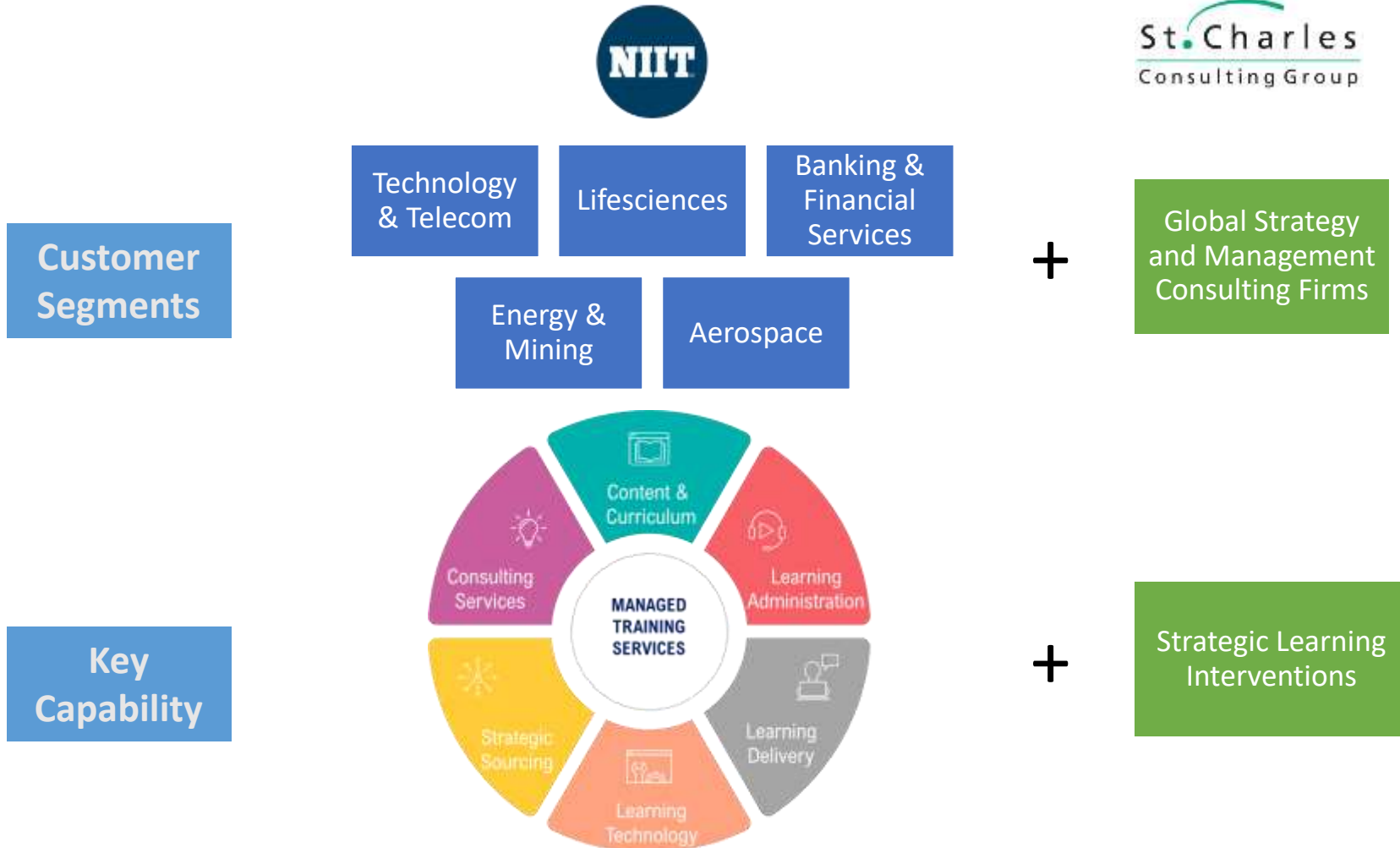


- Headquartered in Illinois USA, St. Charles Consulting Group (StC) is a leading provider of Strategic Learning Interventions to Fortune 500 companies
- The Company serves 12 out of the top 15 global Management and Strategy Consulting firms
- Company has long-standing, trusted relationships with their key customers. Average tenure over 11.5 years
- Differentiated positioning as 'Learning Partner to Leading Global Strategy and Management Consulting Services Firms'
- StC has a network of over 500 consultants including premier management consultants in the fields of learning, organization development, knowledge services, and workforce planning.
- The company categorizes its solutions in four key areas - Custom Learning Experiences, Learning Curation, Managed Services, and Strategic Consulting

Transaction Rationale



NIIT + StC = Improved Reach & Value To Customers



StC: Financials



- The company achieved revenue of USD 20.76 million in CY21, up 57% YoY
- The growth achieved in CY21 was driven by volume recovery and growth in existing customers, as well as addition of new customers
- The company expects strong growth in CY22, given continuing momentum
- Company operates with a very lean structure, leading to strong margins, high ROCE and free cash flows
- Margins expected to be accretive to CLG business



Transaction Structure*



- The acquisition was completed at a fixed consideration of USD 23.428 Million for 100% ownership stake in StC
- In addition, the definitive agreements provide for payment of annual performance based earnout over the next four years (Till December 31, 2026)
- Earnout payments (subject to performance), at end of CY22, CY23, CY24, CY25, and CY26
- The aggregate earnout is capped at USD 41.7M (range 0 – 41.7M) linked to annual performance, over the earnout period

*Subject to certain adjustments and terms as per definitive agreements

Q&A

Can't Spell Training Without NIIT