



MANAGED
TRAINING
SERVICES

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Gurugram 122 001, Haryana, India
Tel: +91 (124) 4916500
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January 31, 2024

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 Limited

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

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scip Code: BSE – 543952; NSE – NIITMTS

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), read with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, ("SBEB Regulations"), we would like to inform you that the Board of Directors of NIIT Learning Systems Limited ("Company"/"NLSL") on Wednesday, January 31, 2024, on the recommendation of the Nomination and Remuneration Committee, has inter alia considered, and approved 'NLSL Employee Stock Option Plan 2024' ("ESOP 2024" "Plan") for eligible employees of the Company and its holding/subsidiary/associate, in accordance with SBEB Regulations.

The ESOP 2024 implementation is subject to approval of the Members of the Company, to be sought by way of Postal Ballot mechanism.

The details as required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, as amended from time to time, are given in "Annexure A" to this letter.

This disclosure shall also be hosted on the Company's website viz. www.niitmts.com.

The board meeting commenced at 11:30 A.M. and concluded at 01:10 P.M.

Thanking you,

Yours truly,

For **NIIT Learning Systems Limited**

Deepak Bansal
Company Secretary
& Compliance Officer

NIIT Learning Systems Limited

(Formerly MindChampion Learning Systems Limited)

Registered Office: Plot No. 85, Sector 32, Institutional Area,
Gurugram 122 001, Haryana, India | Tel: +91 (124) 4293000 | CIN: L72200HR 2001 PLC 099478



'NLSL Employee Stock Option Plan 2024' ("ESOP 2024")/ "PLAN")

Sr. No.	Particulars	Details
1.	Brief details of the ESOP 2024	<p>a) The Plan provides for creating a pool of 7.20 Million (Seven million and Two hundred thousand only) Employee Stock Options ("Options") exercisable into 7.20 Million (Seven million and Two hundred thousand only) Equity Shares of face value ₹ 2/- each.</p> <p>b) The Plan shall be administered by the Nomination and Remuneration Committee of the Company ("Committee"/ "Compensation Committee") and shall be implemented through direct route for extending the benefits to the eligible Employees (as defined in the Plan).</p> <p>c) All questions of interpretation of the Plan shall be determined by the said Committee and such determination shall be final and binding upon all persons having an interest in the Plan.</p>
2.	Brief details of options granted	<p>The Options shall be granted by the Committee from time to time.</p> <p>The maximum 7.20 Million (Seven million and Two hundred thousand only) Options may be granted to the eligible employees under the ESOP 2024.</p> <p>The maximum number of Options under this Plan that may be granted to any one Employee shall be upto 1.44 million (One million and Four hundred Forty thousand only).</p> <p>Approval of shareholders by way of separate resolution shall be obtained by the company in case of grant of option, to any employee, during any one year, is equal to or exceeds 1% of the issued capital of the company at the time of grant of option.</p>
3.	Whether the plan is in terms of SBEB Regulations, 2021	Yes
4.	Total number of shares covered by these options	Each Vested Option when exercised would be convertible into one equity share of INR 2/- (Rupees Two) each fully paid-up.
5.	Pricing formula	The issue price will be decided by the Committee at the time of grant of Options in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 e.g. at market price or at discount (not less than face value) with performance parameters where applicable.
6.	Options vested	No options have been granted yet.
7.	Time within which option may be exercised	Options when vested may be exercised as per the terms of Grant approved by the Committee from time to time, which shall not exceed 5 years from the date of vest.
8.	Brief details of significant terms	As briefed herein



9.	Options exercised	No options have been granted yet as the Plan is yet to be approved by the shareholders of the Company.
10.	Money realized by exercise of options	
11.	The total number of shares arising as a result of exercise of option	
12.	Options lapsed	
13.	Variation of terms of options	
14.	Subsequent changes or cancellation or exercise of such options	
15.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	