MANAGED
TRAINING
SERVICES

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July 17, 2026

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| **The Manager**<br>**BSE Limited**<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai - 400 001 | **The Manager**<br>**National Stock Exchange of India Limited**<br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra (E), Mumbai - 400 051 |

**Subject: Disclosure/ Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Scrip Code: BSE – 543952; NSE – NIITMTS**

Dear Sir/ Madam,

We would like to inform you that NIIT (USA) Inc., USA ("NIIT USA") is a wholly owned subsidiary of NIIT Learning Systems Limited ("the Company"), and Stackroute Learning Inc., USA ("SLI") is a wholly owned subsidiary of NIIT USA.

NIIT USA has informed the Company on July 17, 2026, at 6:53 P.M. IST regarding the approval by the Board of Directors of NIIT USA and SLI of the merger of SLI with and into NIIT USA, on July 17, 2026.

The merger is subject to any applicable regulatory approvals and completion of customary legal and procedural formalities.

The disclosure in the prescribed format pursuant to Regulation 30 of the Listing Regulations is enclosed herewith as “Annexure - A”.

This is for your information and record.

Thanking you,

Yours truly,
**For NIIT Learning Systems Limited**

Deepak Bansal
Digitally signed by Deepak Bansal
Date: 2026.07.17 20:24:01 +05'30'

**Deepak Bansal**
**Company Secretary**
**& Compliance Officer**

**Annexure – A**

Disclosure in terms of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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| a. | name of the entity(ies) forming part of the ~~amalgamation/~~merger, details in brief such as, size, turnover etc | NIIT (USA) Inc is a wholly owned direct subsidiary ("NIIT USA") of NIIT Learning Systems Limited ("the Company"). NIIT USA had revenue of USD 113.53 mn in the financial year ended March 31, 2026.<br><br>StackRoute Learning Inc., USA is a wholly owned direct subsidiary ("SLI") of NIIT USA. SLI had revenue of USD 1.59 mn in the financial year ended March 31, 2026.<br><br>SLI has a capital of 21,300,000 ordinary shares of USD 1 each, and a net worth of USD 1.07 mn as on June 30, 2026.<br><br>The Board of Directors of NIIT USA and SLI have approved the merger of SLI with and into NIIT USA, on July 17, 2026, with immediate effect. The merger is subject to any applicable regulatory approvals and completion of customary legal and procedural formalities. |
| b. | whether the transaction would fall within related party transactions?<br>If yes, whether the same is done at "arm's length" | This is a merger of wholly owned subsidiary into holding company, and not a related party transaction. |
| c. | area of business of the entity(ies); | NIIT USA is primarily engaged in providing Corporate Learning Solutions to large corporate across multiple industries in learning, talent, skills, and workforce transformation.<br><br>SLI is primarily engaged in providing managed learning services to the higher-education sector in North America, with a focus on technology programs, including bootcamps. SLI has created strong capability in delivering technology programs including AI, Cyber, Cloud and Data.<br><br>NIIT USA is seeing growing opportunities for onboarding, upskilling, and reskilling employees at large corporations and intends to leverage SLI's capabilities to service its corporate clients. |
| d. | rationale for amalgamation/ merger; | The merger of SLI with NIIT USA has been planned to:<br>a. leverage combined capabilities to deliver such programs to enterprise customers<br>b. drive operational simplification<br>c. rationalize organizational structure & reduce related overhead cost/ compliance requirements |

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| e. | Nature of consideration - whether cash consideration or share swap or any other form and details of the same | There is no consideration /share exchange ratio applicable.<br><br>All assets & Liabilities of SLI shall become assets & liabilities of NIIT USA.<br><br>Post merger, SLI shall cease to exist and all investment of NIIT USA in share capital of SLI shall stand cancelled.<br><br>The merger is not expected to have a material impact on the financials of NIIT USA or on the consolidated financials of the Company.<br><br>The merger shall be subject to applicable regulatory procedure and customary approvals, if any. |
| f. | Brief details of change in shareholding pattern (if any) of listed entity | This merger would not make any change in the shareholding pattern of NIIT USA or any other subsidiary or step-down subsidiary of the Company.<br><br>There will not be any change in shareholding pattern of the Company. |