



NIIT Limited

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Gurgaon 122001, India
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Fax: + 91 (124) 4293333
Email: info@niit.com

Registered Office:
8, Balaji Estate, First Floor
Guru Ravi das Marg, Kalkaji
New Delhi 110 019, India
CIN: L74899DL1981PLC015865

www.niit.com

May 12, 2021

To
BSE Limited
Listing Department
P.J. Towers, 1st Floor,
Dalal Street, Fort, Mumbai – 400001

Scrip Code: BSE: 500304

To
National Stock Exchange of India Ltd.
Exchange plaza, Bandra Kurla Complex,
Bandra (E)
Mumbai – 400051

NSE: NIITLTD

Dear Sir,

- Sub: 1. Extinguishment of 9,875,000 (Nine Million Eight Hundred and Seventy Five Thousand) fully paid-up equity shares of face value of INR 2/- each (“Equity Share”) of NIIT Limited (“Company”) in connection with the Buyback**
2. Reconciliation of the share capital of the Company.

This is in continuation of our earlier intimations in respect of the Buyback of Equity Shares of the Company, pursuant to the Public Announcement dated February 15, 2021 and the Letter of Offer dated April 1, 2021. The Tendering Period for the Buyback opened on Monday, April 12, 2021 and closed on Wednesday, April 28, 2021.

In compliance with Regulation 11 of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the “**Buyback Regulations**”), this is to inform you that the Company has extinguished 9,875,000 (Nine Million Eight Hundred and Seventy Five Thousand) Equity Shares accepted during the Buyback

We enclose a copy of the letter dated May 11, 2021 from National Securities Depository Limited confirming the extinguishment of 9,874,775 shares in demat form and a certificate dated May 11, 2021 from Alankit Assignment Limited, the Company’s Share Transfer Agent confirming the extinguishment of 225 equity shares in physical form. A certified true copy of the certificate dated May 12, 2021 relating to extinguishment of 9,875,000 (Nine Million Eight Hundred and Seventy Five Thousand) Equity Shares in accordance with the Buyback Regulations is also attached herewith.

In view of the above, please note the following:

Reconciliation of Share Capital of the Company (Pre and Post Buyback and Extinguishment)			
Sr. No.	Particulars	No. of equity share of face value of Rs. 2/- each	Amount (Rs.)
1.	*Pre-Buyback and extinguishment, Issued Capital	142,350,984	284,701,968.00
2.	Pre- Buyback and extinguishment, Paid-Up Capital	142,344,984	284,689,968.00
3.	Less: Shares bought-back and credited to our account in :		
	a) Electronic Form	9,874,775	19,749,550.00
	b) Physical Form	225	450.00
4.	*Post Buyback and Post Extinguishment, Issued Capital	132,475,984	264,951,968.00
5.	Post Buyback and Post Extinguishment, Paid Up Capital	132,469,984	264,939,968.00

**includes 6000 equity shares forfeited*

Further, we would like to confirm that the above extinguishment has been done as per the provisions of the Buyback Regulations.

The number of equity Shares bought back and the post-Buyback shareholding pattern were disclosed in the Post Buyback Public Announcement submitted for your records on May 8, 2021. The shareholding pattern of the Company, pre and post buyback, is reproduced in the **Annexure A** for ease of reference.

Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

Yours Sincerely,

For **NIIT LIMITED**

Deepak Bansal
Company Secretary & Compliance Officer

Encl: As above

Annexure A

The shareholding pattern of the Company, pre and post buyback, is as under:

Particulars	Pre Buyback (as disclosed in Letter of Offer)		Post Buyback	
	Number of Shares	% to existing share capital	No. of shares post buyback	% holding post buyback
Promoter and Promoter Group	48,604,637	34.146	46,893,777	35.400
Foreign Investors (including Non Resident Indians/ Foreign Mutual Funds)	35,006,732	24.593	85,576,207	64.600
Financial Institutions/ Banks & Mutual Funds promoted by Banks/Institutions	15,395,691	10.816		
Others (Public, Bodies Corporate, HUF, Clearing Members, IEPF, Trusts etc. not in above)	43,337,924	30.445		
TOTAL	142,344,984	100.000	132,469,984	100.000

**Certificate of Extinguishment
of Equity Shares Bought Back by
NIIT Limited (“the Company”)**

The certificate issued is being issued in compliance with the requirements of Regulation 11(iii) of Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“**Buyback Regulations**”).

Pursuant to the Public Announcement dated February 15, 2021, which was published on February 16, 2021, and the Letter of Offer dated April 1, 2021, the Company bought back 9,875,000 fully paid up equity shares of the face value of INR 2/- each (“**Equity Shares**”), from its eligible shareholders as on the record date, through tender offer route at a price of INR 240/- per Equity Share. The tendering period for the Buyback opened on Monday, April 12, 2021 and closed on Wednesday, April 28, 2021 (“**Tendering Period**”). The following are the details of the Equity Shares so bought back by the Company and destroyed/ extinguished:

A. EQUITY SHARES IN DEMATERISED FORM:

Name of the Depository	Name of the Depository Participant and DP ID No.	Company’s Client ID No.	Date of Extinguishment	Number of Equity Shares Extinguished
National Securities Depository Limited	JM Financial Services Limited (DP ID: IN302927)	10365444	11 May 2021	9,874,775

B. EQUITY SHARES IN PHYSICAL FORM:

Sr. No.	Date of Extinguishment	Folio No.	Number of Equity Shares extinguished	Certificate Nos.		Distinctive Nos.	
				From	To	From - To	
1	11 May 2021	3192	4	9760	9760	000824731-000824734	
2		3193	4	9762	9762	000824741-000824744	
3		3415	15		2237	2237	000841731-000841740
							110159257-110159261
		36		9764	9764	841846 - 841850	
						843961 - 843970	
						844116 - 844120	
						844121 - 844125	
						844721 - 844725	
						846821 - 846825	
						1075190 - 1075190	
4	9807	1	8142	8142	1075354-1075354		
5	9851	165	9766	9766	718651 - 718815		
Total:			225				

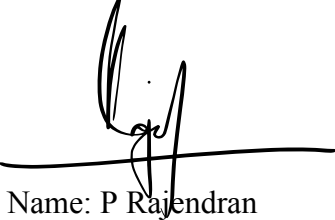
C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED (A+B)

Total number of Equity Shares extinguished: 9,875,000 Equity Shares.

**Certificate of Extinguishment
of Equity Shares Bought Back by
NIIT Limited (“the Company”)**

It is certified that the above Equity Shares of the Company were extinguished / destroyed in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations.

For NIIT Limited



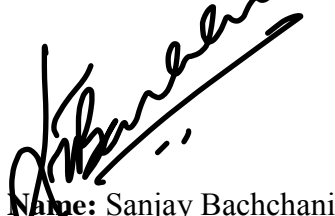
Name: P Rajendran
Designation: Joint Managing Director
DIN: 00042531

For NIIT Limited



Name: Vijay K. Thadani
Designation: Vice Chairman & Managing Director
DIN: 00042527

For S.R. Batliboi & Associates LLP



Name: Sanjay Bachchani
Designation: Partner
Membership No.: 400419

**For Link Intime India Private Limited
(Registrar to the Buyback)**

**HARESH V
HINDUJA**

Digitally signed by
HARESH V HINDUJA
Date: 2021.05.12
16:00:39 +05'30'

Name: Haresh Hinduja
Designation: Head – Primary Market

Date: 12 May, 2021

Enclosed:

Confirmation letters dated 11th May, 2021 from (i) NSDL for extinguishment of Equity Shares in the dematerialised form and (ii) Alankit Assignment Limited for extinguishment of Equity Shares in the physical form.

Ref: II/CA/COM/22497/2021

May 11, 2021

Mr. Deepak Bansal
Company Secretary
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg,
Kalkaji,
New Delhi - 110019

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Alankit Assignments Limited, Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE161A01038	NIIT LIMITED EQ NEW RS. 2/-	Debit	1	9,874,775.000	11/May/2021

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Vice President

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date:11/05/2021 12:41:38
Reason: Authentication
Location: NSDL,Mumbai

May 11, 2021

Mr. Deepak Bansal
Company Secretary
NIIT Limited
8, Balaji Estate, First Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi - 110019

Sub: Buy-back (tender offer)- Extinguishment of shares received in Physical form

Dear Sir,

This is to confirm that following 6 physical share certificates have been cancelled in the system for 225 equity shares and have been extinguished on 11 May 2021, consequent upon tendering and acceptance in the buyback by the eligible shareholders, holding shares in physical form. Detail of physical shares certificates extinguished is as below:

Sr. No.	Date of Extinguishment	Folio No.	Number of Equity Shares extinguished	Certificate Nos.		Distinctive Nos. From - To	
				From	To		
1	11th May 2021	3192	4	9760	9760	000824731-000824734	
2		3193	4	9762	9762	000824741-000824744	
3		3415	15	2237	2237	000841731-000841740	
						110159257-110159261	
				36	9764	9764	841846 - 841850
							843961 - 843970
							844116 - 844120
							844121 - 844125
							844721 - 844725
							846821 - 846825
						1075190 - 1075190	
4		9807	1	8142	8142	1075354-1075354	
5		9851	165	9766	9766	718651 - 718815	
Total:			225				

Yours sincerely,
For Alankit Assignments Limited

Abhinav Kumar Agarwal

Digitally signed by Abhinav Kumar Agarwal
DN: cn=Abhinav Kumar Agarwal, o=Alankit Assignments Limited, ou=Alankit Assignments Limited, email=abhinav@alankit.com, c=IN
c=IN, o=Alankit Assignments Limited, ou=Alankit Assignments Limited, email=abhinav@alankit.com, cn=Abhinav Kumar Agarwal
Date: 2021.05.11 13:07:36 +05'30'

Name: **Abhinav Kumar Agrawal**
Designation: Deputy General Manager

SEBI Registration Nos.

INB230881235, IN-230881235, INE230881235, INB10881234, INF010881234, INE010881234, INE260881235, INB060881235, INP00001363, IN-UP-NSDL-14-86, IN-UP-CDSL-43-99

CIN : U74210DL1991PLC042559

Registered Office : 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110055

Corporate Office : Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110055

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