

*Hulst B.V.
Atrium Building, 8th Floor
Strawinskylaan 3127, 1077 ZX
Amsterdam, The Netherlands*

August 14, 2019

NIIT Technologies Limited

8, Balaji Estate,
First Floor,
Guru Ravi Das Marg,
Kalkaji,
New Delhi - 110019

BSE Limited

Listing Department

P.J. Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited

Listing Department

Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra,
Mumbai – 400 051

Dear Sir,

Sub: Disclosure under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find attached the disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours faithfully,

Vistra Management Services (Netherlands)
Managing Director

For and on behalf of **Hulst B.V.**


Authorized signatory

Name:

Ronald Posthumus
Managing Director

Designation:


B. van Dijk
Proxy Holder A


B. van Dijk
Director

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A - Details of the Acquisition

Name of the Target Company (TC)	NIIT Technologies Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Hulst B.V. (Acquirer) The Baring Asia Private Equity Fund VII, L.P. (PAC 1) The Baring Asia Private Equity Fund VII, L.P.1 (PAC 2) The Baring Asia Private Equity Fund VII, SCSp (PAC 3)		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
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 (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	20,861,805	33.73%	33.25%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the	Nil	Nil	Nil

acquirer to receive shares carrying voting rights in the TC (specify holding in each category)		33.73%	33.25%
e) Total (a+b+c+d)	20,861,805		
Details of acquisition /-sale			
a) Shares carrying voting rights acquired/ old	22,860,261 (<i>Please refer to the table below for further details</i>)	36.97%	36.43%
b) VRs acquired/sold otherwise than by shares	Nil	Nil	Nil
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/sold	Nil	Nil	Nil
d) Shares encumbered/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	22,860,261	36.97%	36.43%
After the acquisition/sale holding of:			
a) Shares carrying voting rights	43,722,066	70.70%	69.68%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
	Nil	Nil	Nil

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			
e) Total (a+b+c+d)	43,722,066	70.70%	69.68%
Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Open market and acquisition under the Open Offer		
Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares whichever is applicable.	Please refer to the table below. The 2% limit was crossed on August 9, 2019.		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	INR 61,84,12,340 comprising 6,18,41,234 equity shares of face value of INR 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	INR 61,84,12,340 comprising 6,18,41,234 equity shares of face value of INR 10 each.		
Total diluted share/voting capital of the TC after the said acquisition	INR 62,74,62,640 comprising 6,27,46,264 equity shares of face value of INR 10 each.		

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement i.e. as on June 30, 2019.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC i.e. as on June 30, 2019.

Details of acquisition of Shares:

Sr. No.	Date	No. of Shares	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
1.	June 25, 2019	75,949	0.12%	0.12%
2.	June 26, 2019	34,924	0.06%	0.06%
3.	June 27, 2019	280,834	0.45%	0.45%
4.	June 28, 2019	332,591	0.54%	0.53%

Sr. No.	Date	No. of Shares	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
5.	August 8, 2019	130,000	0.21%	0.21%
6.	August 9, 2019	159,000	0.26%	0.25%
7.	August 9, 2019	21,846,963 [#]	35.33%	34.82%
Total		22,860,261	36.97%	36.43%

[#]Shares acquired from the public shareholders under the Open Offer.

Note:

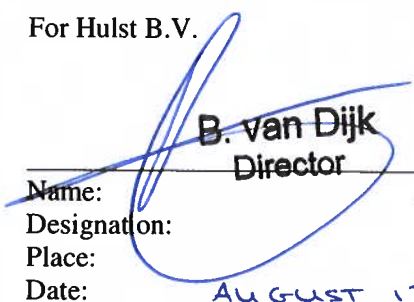
(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement i.e. as on June 30, 2019.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC i.e. as on June 30, 2019.

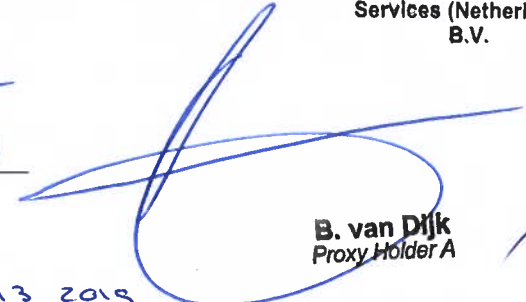
Signature of the acquirer / ~~seller~~ / Authorised Signatory

For Hulst B.V.

Vistra Management
Services (Netherlands)
B.V.


B. van Dijk
Director

Name:
Designation:
Place:
Date:


B. van Dijk
Proxy Holder A


R. Posthumus
Managing Director

AUGUST 13, 2019

AMSTERDAM, THE NETHERLANDS